

EXHIBIT "C"

**BYLAWS**  
of  
**FLETCHER PARK OWNER'S ASSOCIATION, INC.,**  
a Non-Profit Corporation

1. **DEFINITIONS.** When used in these Bylaws, the terms defined in Article III of the Articles of Incorporation of FLETCHER PARK OWNER'S ASSOCIATION, INC. ("the Articles") shall have the same meanings as in the Articles. Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

2. **IDENTITY.** These are the Bylaws of FLETCHER PARK OWNER'S ASSOCIATION, INC., a corporation not for profit organized pursuant to Chapter 617, *Florida Statutes* (the "Association").

2.1 **Office.** The office of the Association shall be located at 14029 W. Newberry Road, Newberry, FL 32669, or at such other place as may be designated from time to time by the Board of Directors.

2.2 **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

2.3 **Seal.** The seal of the Association shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit", and the year of incorporation.

3. **MEMBERS.**

3.1 **Qualification.** The Members of the Association shall consist of every Owner, including the Declarant, and in the case of multiple Owners, every group of record owners, of Real Property within The Properties. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of the Real Property. Multiple Owners shall be subject to the provisions of the Declaration relative to "Multiple Owners."

3.2 **Change of Membership.** Change of membership in the Association shall be established by recording in the Public Records of Alachua County, Florida, a deed or other instrument establishing record title to Real Property under the jurisdiction of the Association. The Owner designated as grantee by such instrument thus becomes a Member of the Association and the membership of the prior Owner is terminated. The new Owner shall notify the Association of such property transfer and furnish the Association a copy of the recorded deed, the new Owner's address, and the Owner's local agent, if any, in the event the Owner is located outside the State of Florida. Any notice requirements set out in these Bylaws and in the Articles shall be deemed to be complied with if notice to an Owner is directed to the address of said Owner as then reflected in the Association's records.

**3.3 Voting Rights.** Voting rights of each Member of the Association shall be as set forth in the Declaration and the Articles, and the manner of exercising such voting rights shall be as set forth in these Bylaws.

**3.4 Designation of Voting Representative.** If Real Property is owned by one person or entity, its rights to vote shall be established by the record title to the Real Property. If Real Property is owned by more than one person or entity, the person entitled to cast the votes for the Real Property shall be designated by a certificate signed by all of the record Owners of the Real Property and filed with the Secretary of the Association. If Real Property is owned by a general or limited partnership, the person entitled to cast the votes for the Real Property shall be designated by a certificate of appointment signed by one of the general partners and filed with the Secretary of the Association. If Real Property is owned by a corporation, the person entitled to cast the votes for the Real Property shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Association. If Real Property is owned in trust, the person entitled to vote for the Real Property shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Real Property concerned. A certificate designating the person entitled to cast the votes of Real Property in writing by any Owner thereof. Provided, however, that no Owner or designee shall vote in excess of the voting rights allocated to the Real Property pursuant to the Declaration.

**3.5 Approval or Disapproval of Matters.** Whenever the decision of an Owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the votes of such Owner if at an Association meeting, unless the joinder of record Owners is specifically required by the Declaration, the Articles, or by these Bylaws.

**3.6 Restraint Upon Assignment of Shares in Assets.** The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to that Owner's Real Property.

#### **4. MEMBERS' MEETINGS.**

**4.1 Annual Members' Meetings.** The annual Members' meeting shall be held at the office of the Association at 5:00 p.m. on the 20th day of January of each year for the purpose of appointing directors and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal or religious holiday, the meeting shall be held at the same hour on the next day which is not a legal or religious holiday. Provided, the Board of Directors shall have the discretion to hold the annual meeting at any other time during the month of January which they may deem to be more convenient to the Members of the Association. At any meeting, whether annual or special, of the Members or Directors, at which a Motion is made concerning the surface water or storm water management system a motion may only be voted upon at a meeting at which the Suwannee River Water Management District has been given at least ten (10) days written notice and to which the Suwannee River Water Management District is invited to attend by its representatives.

**4.2 Special Members Meetings.** Special meetings of the Members may be called by any one of the following persons or groups:

- (a) The Board of Directors, or
- (b) The holders of not less than 50% of all of the votes entitled to be voted at the meeting.

**4.3 Notice of All Meetings of Members.** Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered to each Member entitled to vote at such meeting not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first-class mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting.

**4.4 Quorum.** A quorum at Members' meetings shall consist of thirty percent (30%) of all votes in the Association, whether represented in person or by proxy. If a quorum is present, the affirmative vote of a majority of votes represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater number of Members is required by the Master Declaration, these Bylaws or the Articles. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the votes of such class of Members shall constitute a quorum for the transaction of such item of business by that class. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

**4.5 Proxies.** Every Member entitled to vote at a meeting of members or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. Every proxy must be signed by the Member or his attorney-in-fact. To be valid, a proxy must be dated, must state the date, time, and place it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. Every proxy shall be revocable at the pleasure of the member executing it and shall expire upon the transfer of title to the Real Property giving rise to the voting rights to which the proxy pertains. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Association officer responsible for maintaining the list of Members.

**4.6 Adjourned Meetings.** When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting,

a notice of the adjourned meeting shall be given in compliance with these Bylaws to each Member on the new record date entitled to vote at such meeting.

4.7 **Order of Business.** The order of business at annual Members' meetings, and as far as practical at all other Members' meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading and disposal of any unapproved minutes.
- d. Appointment of Directors.
- e. Reports of Officers.
- f. Reports of Committees.
- g. Appointment of Nominating Committee.
- h. Unfinished business.
- i. New business.
- j. Adjournment.

4.8 **Minutes of Meetings.** The Association shall maintain minutes of each meeting of the membership and of the Board of Directors in a businesslike manner. The minutes shall be kept in a book available for inspection by members or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

## 5. BOARD OF DIRECTORS.

5.1 **Number.** The affairs of the Association shall be managed by a Board of not less than three (3) nor more than nine (9) directors. The initial Board shall be comprised of four (4) directors. Anything in these Bylaws to the contrary notwithstanding, until such time as Declarant has conveyed to purchasers all lands subject to the Declaration, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association.

5.2 **Term of Office.** The Members shall elect the directors for a term of one (1) year each, as provided in the Articles. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

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

5.4 **Directors' Fees.** Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

5.5 **Election.** Election to the Board of Directors shall be by written ballot or oral declaration as hereinafter provided: At such election, the Members or their proxies may cast, in respect

of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of votes (without regard to class) for each vacancy shall be elected. The election shall be by written ballot unless a majority of the members present at such meeting specifically elect to waive this provision, at which time each member may cast his/her vote(s) orally; provided, however, that in the event that there are no more nominations for director than vacancies on the board, those nominees shall stand elected by acclamation, and balloting shall not be necessary

**5.6 Nominations.** Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association.

**5.7 Nominating Committee.** The Nominating Committee shall consist of a Chairman, who shall be a director, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting.

**5.8 Duties of Nominating Committee.** The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or officers, directors or agents of the Declarant, as the Committee in its discretion shall determine. Separate nominations shall be made for each vacancy to be filled. Nominations shall be placed on a written ballot as provided in Section 5.9 and shall be made in advance of the time fixed in Section 5.9 for the mailing of such ballots to Members.

**5.9 Ballots.** All elections to the Board of Directors shall be made on written ballot which shall (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for each such vacancy; and (c) contain a space for a write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the meeting at which the vote is to be taken).

**5.10 Number of Ballots.** Each Member shall receive as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, it shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the Members shall be advised that, because of the verification procedures of Section 5.11, the inclusion of more than one ballot in any one "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the Member or his proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the "Ballot" or "Ballots" contained therein. The ballots shall be returned to the Secretary at the address of the Association.

**5.11 Election Committee; Counting of Ballots.** Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the meeting at

which the elections are to be held. On that day, the unopened external envelopes containing the "Ballot" envelopes shall be turned over to an Election Committee which shall consist of three (3) Members appointed by the Board of Directors. The Election Committee shall then:

- a. Establish that external envelopes were not previously opened or tampered with in any way; and
- b. Open the external envelopes to establish that the number of envelopes therein marked "Ballot" corresponds to the number of votes allowed to the Member or his proxy identified on the external envelope; and
- c. Confirm that the signature of the Member or his proxy on the outside envelope appears genuine; and
- d. If the vote is by proxy, determine that a proxy has been filed with the Secretary.

Such procedure shall be taken in such manner that the vote of any Member or his proxy shall not be disclosed to anyone, even the Election Committee.

The opened external envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Ballots shall be retained for such period of time after the election as shall be deemed prudent by the Board of Directors.

## 6. MEETINGS OF DIRECTORS.

**6.1 Regular Meetings.** Regular meetings of the Board of Directors shall be held at least semi-annually without notice at such place and hour as may be fixed from time to time by resolution of the Board. If the day for such regular meeting is a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday. Notice of such regular meeting is hereby dispensed with. Regular meetings of the Board of Directors shall be open to the Members.

**6.2 Special Meetings.** Special meetings of the Directors may be called by the Chairman of the Board, by the President of the Association, or by any two (2) directors. No less than two (2) days' notice of the special meeting shall be given to each director personally or by first class mail, telegram, or cablegram, which notice shall state the time, place and purpose of the meeting.

**6.3 Waiver of Notice of a Meeting.** The transaction of any business at any meeting of the Board of Directors, 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 written waiver of notice, or a consent to the holdings of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Associations' records and made a part of the minutes of the meeting. Neither the business

to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**6.4 Defects in Notice, etc. Waived by Attendance.** Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**6.5 Quorum.** A quorum at directors' meeting shall consist of a majority of all votes of the entire Board of Directors. The acts approved by a majority of those votes represented at a meeting at which a quorum is present shall constitute the act of the Board of Directors, except where approval by a greater number of directors is required by the Declaration, a Supplemental Declaration, the Articles, or these Bylaws.

**6.6 Adjourned Meetings.** A majority of the directors present whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

**6.7 Action by Directors Without a Meeting.** Any action required to be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

**6.8 Presiding Officer.** The presiding officer of directors' meetings shall be the President. In the absence of the President, the Vice President shall preside, and in the absence of both, the directors present shall designate one of their number to preside.

**6.9 Powers and Duties of Board of Directors.** All of the powers and duties of the Association existing under chapter 617, *Florida Statutes*, the Declaration, the Articles, and these Bylaws, shall be exercised by the Board of Directors, subject only to approval by Members when such is specifically required.

## 7. OFFICERS.

**7.1 Officers and Election.** The executive officers of the Association shall be a President, who shall be selected from the Board of Directors, a Vice-President, who also shall be selected from the Board of Directors, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not also be the

**Secretary.** The Board of Directors shall from time to time elect such other officers and designate their powers and duties as the Board shall find necessary or convenient to manage properly the affairs of the Association.

**7.2 President.** The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of an association, including but not limited to the power to appoint committees from among the Members from time to time as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. He shall serve as chairman of all Board and Members' meetings.

**7.3 Vice President.** The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

**7.4 Secretary.** The Secretary shall keep the minutes of all proceedings of the directors and the Members. He shall attend to the giving and serving of all notices to the Members and directors and other notices required by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the directors or the President. The duties of the Secretary may be fulfilled by a manager employed by the Association.

**7.5 Treasurer.** The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices and provide for collection of assessments; and he shall perform all other duties incident to the office of Treasurer. The Duties of the Treasurer may be fulfilled by a manager employed by the Association.

**7.6 Compensation.** The compensation, if any, of the officers shall be fixed by the Board of Directors.

**8. 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 or any representative of Suwannee River Water Management District. The Declaration, the Articles and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

**9. FISCAL MANAGEMENT.** The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions.

**9.1 Accounts.** The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications and any other classifications as shall be appropriate, when authorized and approved by the Board of Directors. The receipts shall be entered by their amounts and by accounts and receipt classifications. Expenses shall be entered by their amounts and by accounts and expense classifications.



a. **Current Expense.** The current expense account shall include all receipts and expenditures to be made within the year for which the expenses are budgeted and may include a reasonable allowance for contingencies and working funds. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expense for the succeeding year or to fund reserves. This may include, but not be limited to, in any order:

- (1) Professional, administration and management fees and expenses;
- (2) Taxes on Common Property;
- (3) Expense for utility services and maintenance expense relating to the Common Property, roadway, landscape and drainage easements shown on the Exhibit "B" to the Declaration, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water and/or stormwater management works, preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the Association;
- (4) Insurance costs;
- (5) Administrative and salary expenses;
- (6) Operating capital;
- (7) Performance of obligations imposed by any unit of local, regional, state, or the federal government and to enforce the provisions of the Declaration, the Articles of Incorporation and these By-laws;
- (8) Other expenses.

b. **Reserve for Deferred Maintenance.** If required by the Board of Directors, there shall be established a reserve account for deferred maintenance which shall include funds for major maintenance items which are the obligation of the Association and which occur less frequently than annually.

c. **Reserve for Replacement.** If required by the Board of Directors, there shall be established a reserve account for replacement which shall include funds for repairs or replacements which the Association is obligated to make resulting from damage, depreciation or obsolescence.

9.2 **Budget.** The Board of Directors shall adopt an operating budget for the Property in advance for each calendar year which shall include the estimated funds required to defray the current expenses and shall provide funds for the foregoing reserves.

**9.3 Depository.** The depository of the Association will be such banks in Alachua County, Florida, as shall be designated from time to time by the directors. The withdrawal of monies from such accounts shall be only by checks signed by such persons as authorized by the directors; provided, however, that the provisions of a management agreement between the Association and a manager relative to the subject matter of this section shall supersede the provisions hereof.

**10. PARLIAMENTARY RULES.** Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings, when not in conflict with these Bylaws.

**11. REGULATORY COMPLIANCE.** The Association shall comply with any obligations imposed by the permit issued by the Suwannee River Water Management District and the operation and maintenance plan attached thereto, or by any permit or authorization from any unit of local, regional, state, or federal government with regards to maintaining, repairing, replacing, operating and caring for real and personal property, including but without limitation to all lakes, ditches, canals, retention or detention areas, drainage, other surface water and stormwater management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned or controlled by the Association. Notwithstanding anything contained herein to the contrary, any amendments to these bylaws which directly or indirectly impact operation and maintenance of the surfacewater and stormwater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water and stormwater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the Association or the owners in common, may be made after approval by the Suwannee River Water Management District and any unit of local government having jurisdiction. Such approval shall be in the form of a modification to any and all permits issued by Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the Articles or these Bylaws which do not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District or any unit of local government having jurisdiction; however, copies of any such amendments shall be forwarded to the District and any unit of local government having jurisdiction, within 30 days of approval.

**12. AMENDMENT.** Amendments to these Bylaws shall be proposed and adopted in the following manner:

**12.1 Resolution.** The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

**12.2 Notice.** Within the time and in the manner provided in these Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

**12.3 Vote.** At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both

the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

So long as the Declarant shall own any lands within the Properties no Declarant related amendment shall be made to the Declaration, or to the Articles or the Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- (i) Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other owners.
- (ii) Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status.
- (iii) Modifies or repeals any provision of Article II of the Declaration.
- (iv) Alters the character and rights of membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association.
- (v) Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities.
- (vi) Denies the right of the Declarant to convey Association Common Property.
- (vii) Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant.

**12.4 Multiple Amendments.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

**12.5 Agreement.** If all of the directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Bylaws be adopted, and the same do not violate the prohibitions of 12.3 relative to the Declarant, then the amendment shall thereby be adopted as though Subsection 12.1 through 12.3 had been satisfied.

**12.6 Recording.** A copy of each amendment shall be recorded in the Public Records of Alachua County, Florida, as soon as possible after adoption.

**12.7 Provisions.** No amendment shall make any changes in the qualifications for membership or the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes, or with the Declaration or Articles of Incorporation.

**12.8 Regulatory Approval.** Amendments to these Bylaws or the Articles which directly or indirectly impact operation and maintenance of the surface water or stormwater drainage systems or related systems, including, but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water management works and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the Association or the owners in common, may be made only after approval by the Suwannee River Water Management District and/or local government jurisdiction. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District and/or local government jurisdiction under the lawfully adopted rules of the Suwannee River Water Management District and/or local government jurisdiction in effect at the time of application for such modification. Amendments to the Articles or the Bylaws which do not impact operation or maintenance of the surface water or stormwater drainage systems or related systems may be made without authorization of the Suwannee River Water Management District and/or local government jurisdiction; however, copies of any such amendments shall be forwarded to the District within 30 days of approval

**13. PRONOUNS.** Whenever the context permits, the singular shall include the plural and one gender shall include all.

The foregoing were adopted as the Bylaws of the **FLETCHER PARK OWNER'S ASSOCIATION, INC.**, a nonprofit corporation established under the laws of the State of Florida, at the first meeting of the Board of Directors on the 22<sup>nd</sup> day of February, 2005.

**IN WITNESS WHEREOF**, the undersigned Subscriber has caused these presents to be executed as of this 22<sup>nd</sup> day of February, 2005.

Signed, sealed and delivered  
in the presence of:

George E. Fletcher  
Robert L. Hachey  
ROBERT L. HACHEY

By: George E. Fletcher  
**GEORGE E. FLETCHER**

APPROVED:

George E. Fletcher  
George E. Fletcher, Director

Gloria W. Fletcher  
Gloria W. Fletcher, Director

Cheryl Hartley  
Cheryl Hartley, Director

Deborah Diamond  
Deborah Diamond, Director

INSTRUMENT # 2178824  
56 PGS