

**AMENDED AND RESTATED**

**BY-LAWS**

**OF**

Inst:201423005680 Date:1/6/2014 Time:12:06 PM  
DC, Rebecca L. Norris, Gulf County B:549 P:168

**THE BOARDWALK AT CAPE SAN BLAS HOMEOWNERS  
ASSOCIATION, INC.**

As of the 6<sup>th</sup> day of JANUARY 2014

A Corporation Not-For-Profit

Under the Laws of the State of Florida

**ARTICLE I**

**DEFINITIONS**

Section 1. "Association" shall mean and refer to THE BOARDWALK AT CAPE SAN BLAS HOMEOWNERS ASSOCIATION, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida.

Section 2. "Property" shall mean and refer to the collective lots within THE BOARDWALK AT CAPE SAN BLAS, Gulf County, Florida, as per plat of Surfside Estates, Unit 1, Plat Book 2, page 18 of the Public Records of Gulf County, Florida, less and except Lots 17 and 18 of Block 1, which are subject to the Declaration, as identified below.

Section 3. "Owner" shall mean and refer to the record owner whether one or more persons or entities, of the fee simple title to any lot or unit.

Section 4. "Members" shall mean and refer to all those Owners who are Members of the Association as provided in Article III, Section 1, of the Articles of Incorporation of the Association.

Section 5. "Lot" shall mean any of the subdivided parcels of real property within the Property

**ARTICLE II**

**LOCATION**

The principal office of the Association shall be located at 295 Boardwalk Avenue, Port St Joe, Florida 32456. The mailing address of the Association is Post Office Box 671, Port St Joe, Florida 32457.

**ARTICLE III**

**MEMBERSHIP**

Section 1. Membership of the Association is as set forth in Article III, Section 1, of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Property against which such assessments are made as provided by Article V of the Declaration of Covenants, Conditions and Restrictions to which the Property is subject, which is dated March 27, 1985, recorded at Official Records Book 104, Page 843 of the Public Records of Gulf County, Florida, as amended by documents recorded at Official Records Book 108, Page 248; Official Records Book 154, Page 303; and Official Records Book 154, Page 415 (collectively, the "Declaration").

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS**

Section 1. The Directors of the Association shall be elected at the annual meeting of the Members. Directors shall be elected by secret written ballot by a plurality of Members voting in person or by proxy. Each Member voting shall be entitled to cast a vote for each of the vacancies to be filled. Cumulative voting is prohibited.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of Members.

Section 4. A quorum consisting of a majority of the Members of the Board is required for each meeting of the Board. Any action taken at such meeting shall be by a majority vote of the Board members present constituting a quorum

Section 5. Regular meetings of the Board of Directors may be held at any place or places within Gulf County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 6. A notice of ten (10) days shall be required to be given of any regular or special meeting of the Board of Directors. Notice of emergency meetings of the Board shall be as is reasonable under the circumstances.

Section 7. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held in any place or places within Gulf County, Florida and at any time.

Section 8. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the Secretary not less than ten (10) days.

Section 9. As required by statute, notice of each meeting of the Board shall be given to Members.

#### **ARTICLE V**

##### **OFFICERS**

Section 1. If a majority of the Members of the Board elected shall not be present, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within

thirty (30) days after the annual meeting of Members upon ten (10) days' notice in writing to each Member of the Board elected and Members, stating the time, place and object of such meeting. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 2. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Members of the Association and of the Board of Directors. The President shall have the general powers and duties of supervision and management of the Association which usually pertain to the President's office, and shall perform all such duties as are properly required of the President by the Board of Directors.

Section 3. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required by the Vice President by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notices of such meetings are required by law or in these By-Laws. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 5. The Treasurer shall have the care and custody of all the monies and securities of the Association. The Treasurer shall enter on the books of the Association, to be kept by the Treasurer for that purpose, full and accurate accounts of all monies received by the Treasurer and paid by the Treasurer on account of the Association. The Treasurer shall sign such instruments as require the Treasurer's signature and shall perform all such duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board of Directors.

Section 6. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

## **ARTICLE VI**

### **MEETINGS OF MEMBERS**

Section 1. The annual meeting of the Members shall be held on the first Saturday of the month of January in each year at such a time and place as shall be determined by the Board of Directors.

Section 2. Special meetings of the Members for any purpose may be called at any time by the Board, or upon written request of the Members who have a right to vote ten percent (10%) of all of the votes of the entire membership.

Section 3. Any notice given to a Member shall be by (i) personal delivery, (ii) by sending a copy of the notice through the mail, postage thereon fully paid, to his or her address appearing on the records of the Association or by (iii) email to an address provided by the Member and appearing on the records of the Association. Each Member shall register his or her address with the Secretary, and notices shall be provided to him or her at such address. Notice of any meeting, regular or special, shall set forth the general nature of the business to be transacted; provided, however, that if any business of any meeting

shall involve any action governed by the Articles of Incorporation, notice of such meeting shall be given or sent as therein provided.

## **ARTICLE VII**

### **BOOKS AND PAPERS**

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

## **ARTICLE VIII**

### **ARCHITECTURAL REVIEW BOARD**

Section 1. Composition. The Architectural Review Board shall be comprised of its chairman and two or more persons as appointed by the Board of Directors. A quorum for review board action shall be a majority of the Board.

Section 2. Duties. It shall be the duty of the Architectural Review Board to regulate the external design, appearance, location and maintenance of the Property and of improvements thereon, to regulate such uses of Property as described in the Declaration and to regulate and enforce additional protective covenants which may be recorded in the Public Records of Gulf County, Florida.

Section 3. Procedures. The committee shall formulate general guidelines of procedures and submit them for confirmation to the Board of Directors. Such guidelines and procedures shall be considered adopted policy of the Board unless rejected by a two-thirds (2/3) vote of the Board within thirty (30) days of the date of submittal. The adopted guidelines and procedures shall be incorporated in the minute book of the Association and the committee shall act in accordance with such guidelines and procedures. Any amendment or modification or cancellation of any guidelines and procedures shall be submitted to the Board of Directors at least thirty (30) days prior to a special meeting of the Board of Directors at which time the amendment, modification or cancellation shall be voted upon by the Board.

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. These By-Laws may be amended, at any regular or special meeting of the Members, by a vote of a majority of Members present in person or by proxy, provided that the notice to the Members of the meeting disclosed the information that the amendment of the By-Laws was to be considered; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided, further, that the matters stated herein to be or which are in fact governed by the Declaration referred to herein may not be amended except as provided in such covenants.

Section 2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in case of any conflict between said Declaration and these By-Laws, said Declaration shall control.

WE HEREBY CERTIFY that the foregoing By-Laws of the above-named corporation were duly adopted by the Board of Directors of said Association at a meeting held for such purpose on the

6<sup>th</sup> day January, 2014

David R. Brewer (President)

Janet M. Sapte (Secretary)

DAVID R. BREWER

JANET M. SAPTE

**OATH**

Before me, Beverly Leslie Daniels, a Notary Public in and for Gulf County, State of Florida, personally appeared David R. Brewer and he/she being first duly sworn by me upon his/her oath, says that the facts alleged in the foregoing instrument are true.

- Janet M. Sapte



(SEAL)

(Signed) Beverly Leslie Daniels  
Notary Public



BEVERLY LESLIE DANIELS  
MY COMMISSION # EE 040278  
EXPIRES: March 5, 2015  
Bonded Thru Budget Notary Services