

**BYLAWS
OF
THE OWNERS ASSOCIATION OF VICTORIA LAKES, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is The Owners Association of Victoria Lakes, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at One San Jose Place, Suite 7, Jacksonville, Florida, 32257, but meetings of the Members and the Board of Directors of the Association may be held at such places within the State of Florida, County of Duval, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

The capitalized terms used herein and not defined hereinbelow shall have the same meaning as set forth in the Declaration and are hereby incorporated herein by reference.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. Annual meetings of the Members shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members shall be held at any time and place in Duval County, Florida, when called by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all the votes of the Class A membership.

Section 3. Notice of Meetings. A written notice of all meetings of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, to each Member entitled to vote at such meeting, by mailing a copy of such notice postage prepaid, not less than fifteen (15) days nor more than thirty (30) days prior to the date of the meeting, addressed to the Member's address last appearing on the books of the Association or as supplied by such Member to the Association for the purpose of notice. Such notice shall state the place, day, and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called.

Section 4. Quorum. A quorum of the membership shall consist of the presence at the meeting of Members entitled to cast, either in person or by proxy, a majority of the votes of the membership for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or the Declaration shall require a quorum as therein provided, if any. If any meeting of Members cannot be organized because a quorum thereof is not in attendance, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time, without notice other than announcements at the meeting, until a quorum is present. In the case of the meeting being postponed, the notice provisions for the adjournment shall be determined by the Board. Once a quorum is established, withdrawal of Members shall not disestablish it.

Section 5. Voting. The Association shall have two (2) classes of voting membership.

Class A. Class A Members shall all be Owners of Lots with the exception of the Declarant (until the Class B memberships shall cease to exist at which time the Declarant shall convert to Class A membership.) Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B Member(s) shall be the Declarant who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(i) when the total votes outstanding in the Class A membership equals or exceeds the total votes outstanding in the Class B membership; or

(ii) on December 31, 2016.

Section 6. Proxies. Each Member may vote in person or by proxy at all meetings of Members. All proxies shall be in writing and filed with the secretary before the appointed time of the meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast according to such proxy and shall automatically cease upon conveyance by a Member of his Lot.

ARTICLE IV
BOARD OF DIRECTORS - SELECTION & TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of not less than three (3) directors, who need not be Members of the Association. The initial Board of Directors shall consist of three (3) persons as set forth in the Articles. Upon the termination of the Class B membership as provided in the Declaration, the number of Directors shall be increased to seven (7). So long as the Declarant owns one (1) Lot, the Declarant shall be entitled to appoint one (1) Director, and the remaining Directors shall be elected as provided herein.

Section 2. Term of Office. At the first annual meeting at which the Members other than the Declarant are entitled to elect Directors, the Members shall elect three (3) Directors for terms of (1) year, (except that if the Declarant has appointed one (1) Director as set forth above, then the Members shall elect two (2) Directors for terms of one (1) year), two (2) Directors for terms of two (2) years, and two (2) Directors for a term of three (3) years. At each Annual Meeting thereafter, the Members shall elect Directors for a term of three (3) years. The term of a Director's service shall extend until his successor is duly elected and qualified or until he resigns or is removed in the manner elsewhere provided.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall be those persons named in the Articles. Upon the expansion of the Board of Directors to include Directors elected by the Members, the Directors shall be elected as hereinafter set forth.

Section 2. Nomination. Nomination for election to the Board of Directors to be elected by the members shall be made by a Nominating Committee. Nomination may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, 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. 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 non-members.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less frequently than annually with notice of such place and hour as may be fixed from time to time by resolution of the Board. Should the meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day that is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any three Directors, after not less than three (3) days notice to each Director, unless such notice is waived by the Directors.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for that transaction of business. Every act or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to all powers of a corporation not for profit organized under the laws of the State of Florida, the Board of Directors shall have power to:

- (i) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (ii) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (iii) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (iv) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. In addition to all duties of a corporation not for profit organized under the laws of the State of Florida, it shall be the duty of the Board of Directors to:

- (i) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-quarter (1/4) of the Class A Members present in person or by proxy who are entitled to vote;
- (ii) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed,
- (iii) 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;
- (iv) As more fully provided in the Declaration, to:
 - (1) Cause an annual budget of proposed expenses of the Association to be prepared which shall include an adequate fund for the operation, maintenance, and administration of the Landscaped Area and the improvements thereon;
 - (2) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

(3) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(4) Foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after the due date or to bring action at law against the Owner personally obligated to pay the same; provided, however, that failure by the Board of Directors to enforce any provision of this paragraph, shall in no event be deemed a waiver of the right to do so thereafter.

(v) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such is conclusive evidence of such payment;

(vi) Procure and maintain liability and hazard insurance on property owned or maintained by the Association as set forth in the Declaration and such other insurance as the Board of Directors may deem advisable. The insurance policies shall be non-assessable by the insurer against the insured.

(vii) To Pay all taxes and other assessments against any property owned by the Association.

(viii) To appoint such committees as the Board deems necessary to carry out each and every of the terms, conditions, covenants, and provisions of the Declaration and such other committees as the Board deems advisable.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting. The initial officers shall be those persons referred to in the Articles.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner die, resign, be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any time later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer or of Vice President and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(i) President: The President shall preside at all meetings of the Board of Directors, see that orders and resolutions of the Board are carried out, and sign all leases, mortgages, deeds and other written instruments.

(ii) Vice President: The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(iii) Secretary: The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the Members, keep the corporate seal of the Association and affix it on all papers requiring the seal of the Association, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(iv) Treasurer: 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 of Directors, keep proper books of account, cause annual financial statements of the Association to be issued at the completion of the fiscal year, prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and shall deliver a copy of each to the Members.

Section 9. Compensation. No officer shall receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE IX COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws, and an Architectural Review Committee as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X 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 a mortgagee of a Lot. The Declaration, the Articles of Incorporation 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 a reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which such assessment is made. Any assessments that are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of eighteen percent (18%) per annum, or at the maximum legal rate allowed by law, whichever is higher, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his Lot.

ARTICLE XII AMENDMENTS

These Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

Notwithstanding the foregoing provision of this Article XIII, no amendment to these Bylaws, which shall abridge, amend, or alter the right of Declarant to designate Members of the Board of Directors of the Association, as provided in Article IV hereof, or any other right of Declarant provided in the Declaration, the Articles, or these Bylaws may be adopted to become effective without the prior written consent of the Declarant. No amendment need be recorded in the public records of Duval County, Florida.

In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation. Roberts Rules of Order (latest edition), shall govern the conduct of the Association's meeting, when not in conflict with the Declaration, the Articles, or these Bylaws. Depository of the Association shall be such bank or banks, as shall be designated by the Board in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall only be by checks signed by such persons as are authorized by the Board.