

AMENDED AND RESTATED BY-LAWS
OF
CALLAWAY PLACE ASSOCIATION, INC.
(hereinafter referred to as "corporation")
(a corporation not for profit under the laws of the State of Florida)

The purpose of these Amended and Restated By-laws is to continue the purpose of the original By-laws recorded in the St. Lucie County public records at Official Records Book 635, Page 2002, et. seq.

ARTICLE I. MEETING OF MEMBERS.

Section 1. Annual Meetings. The annual meeting of the members of this corporation shall be held on the first Wednesday in February at the principal office of the corporation, or at such other time and place as may be designated by Resolution of the Board of Directors.

Section 2. Special Meetings. Special Meetings of members may be called by the President, Board of Directors, or a majority of members for any time and place which will allow the giving of notice as required herein. The Secretary shall forthwith give notice of said meeting to all members as required herein, and in the event of his failure to act, said notice may be given and signed by the party or parties calling said meeting.

Section 3. Notice. A notice of each regular or special meeting of members, signed by the Secretary, shall be mailed, hand-delivered or electronically transmitted to each member of record at his address as it appears on the records of the corporation, not less than fourteen (14), nor more than thirty (30) days before the date set for the meeting. The notice shall state the purpose of the meeting and the time and place it is to be held. Any member may waive notice of any meeting in writing, either before, or after such meeting. As to any lot of Callaway Place which is jointly owned by one or more persons, notice to any one of the joint owners shall be deemed notice to all.

Section 4. Voting. Every member entitled to vote at a meeting of members shall be entitled, upon each proposal presented at the meeting, to one vote for each residential lot in Callaway Place owned by that member. As to lot ownerships which are jointly held by one or more persons, any one of the joint owners present at any meeting shall be deemed to have full power to vote the joint ownership on all questions properly presented to such meeting, including waiver of notice thereof. In the event one or more of the joint owners of any residential lot is present at a meeting, then each of the joint

owners shall be entitled to cast but one vote as determined among themselves.

Section 5. Quorum. Thirty percent (30%) of the corporation's members entitled to vote shall constitute a quorum at any members' meeting, but any number of members, even if less than a quorum, may adjourn the meeting from time to time and place to place.

ARTICLE II DIRECTORS.

Section 1. Function. The business and responsibilities of this corporation shall be managed and its corporate powers exercised by the Board of Directors.

Section 2. Number. This corporation shall have five (5) Directors.

Section 3. Qualifications. Each Director shall be of full age. Directors must be members.

Section 4. Election and Term. Directors shall be chosen at the annual meeting of members by a plurality of votes cast. Said Directors shall serve staggered two (2) year terms or until the election of their successors; provided, however, that a majority of the members of the corporation may remove any Director from office, with or without cause, as provided by Florida Statute 720.303(10)(2018) as amended from time to time. For the purpose of implementing the staggered terms, at the first election following the approval of this provision, three (3) of the Directors elected shall serve for two (2) years and the remaining two (2) Directors elected shall serve for one (1) year. The decision as to which Directors will be entitled to which initial term upon the implementation of staggered terms will be decided by lottery. Thereafter, all Directors elected shall serve for a two (2) year term.

The procedure for electing Directors shall be as follows:

(a) At least sixty (60) days prior to the date of the annual meeting, the Association shall send to all members a notice of the date of election and a request that all members desiring to be candidates for the Board of Directors submit their name in writing along with a one (1) page summary of the candidate's qualifications.

(b) All members desiring to be candidates must submit their name and one-page summary of qualifications at least forty (40) days prior to the annual meeting, which must be delivered or mailed so as to be received at the Association office by the forty (40) day deadline. Applications received after the deadline shall not be considered.

(c) The election shall be by written ballot. Along with the notice of the annual meeting as required under Article I, each member shall be sent the summaries of qualifications of all the candidates, a written ballot and envelopes for returning the ballot. The ballot may be cast in person at the annual meeting or may be mailed or delivered to

the Association office as provided in Section (d) below, but must be received prior to the annual meeting in order to be counted in the election.

(d) The ballots must be placed in an inner envelope with no identifying markings and mailed or delivered to the Association in an outer envelope bearing identifying information reflecting the name of the member, the residential lot for which the vote is being cast, and the signature of the residential lot owner casting that ballot. If the eligibility of the member to vote is confirmed and no other ballot has been submitted for that residential lot, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. If more than one ballot is submitted for a residential lot, the ballots for that residential lot shall be disqualified. Any vote by ballot received after the closing of the balloting may not be considered.

(e) There will be no nominations from the floor. Each member shall be entitled to cast votes for as many candidates as there are vacancies to be filled. There shall be no cumulative voting.

(f) In the event that the number of candidates equals the number of vacancies, or is less than the number of vacancies to be filled, no balloting will be necessary.

Section 5. Vacancies. Vacancies in the Board of Directors shall be filled until the expiration of the term by the Directors remaining in office.

Section 6. Quorum. The presence of majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting where a quorum is present shall be the act of the Board of Directors.

Section 7. Meeting and Notice. The Directors shall hold a meeting immediately following the annual meeting of the members each year, and at such other times as a majority of the Board or the President shall direct. Notice of each meeting shall be mailed, hand delivered or electronically transmitted to all Directors by the Secretary at least three days prior to said meeting unless all Directors shall waive notice in writing either before, at or after such meeting.

ARTICLE III. OFFICERS.

Section 1. Officers. The corporation shall have a President, who shall be a Director, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors deem necessary, who shall be elected by the Board of Directors at any meeting for such terms as the Board may designate. Any officer may be removed by the Board of Directors at any meeting, with or without cause. Any person may hold two or more offices, except that the President may not be the Secretary. No person

holding two or more offices shall sign any instrument in the capacity of more than one office.

Section 2. President. The President shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the members and Board of Directors. The President shall be the Voting Representative to the Master Association.

Section 3. Vice-President. The Vice-President or Vice-Presidents, if any, shall perform such duties as may be prescribed by the Board of Directors or President.

Section 4. Secretary. The Secretary and assistants, if any, shall have custody of, and maintain all of the corporate records; shall record the minutes of all meetings of the members and the Board of Directors, send out all notices of meetings, shall perform such other duties as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of and maintain all of the financial records of the Corporation; shall keep full and accurate accounts of receipts and disbursements and render account thereof whenever required by the Board of Directors or President, and shall perform such other duties as may be prescribed by the Board of Directors or President.

ARTICLE IV. FISCAL MANAGEMENT.

Section 1. Accounts. The receipts and expenditures of the corporation shall be created and charged to accounts under classifications recommended by the firm or Certified Public Accountants employed by the Board of Directors.

Section 2. Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray charges and expenses and to create reserves, according to good accounting procedures, to meet the following:

- a) Current expenses;
- b) Reserves for deferred maintenance;
- c) Reserves for replacements.

Copies of the budget and proposed installment charges to be made to members shall be made available to members.

Section 3. Installment Charges. Installment charges to members and their shares of the items of the budget shall be billed in advance. In the event installment

charges prove to be insufficient, the budget and installment charges may be amended at any time by the Board of Directors.

ARTICLE V. SEAL.

Section 1. Form. The corporate seal shall have the name of the corporation and the word "seal" inscribed thereon, and may be facsimile, engraved, printed or an impression seal.

ARTICLE VI. AMENDMENT.

The Board of Directors may adopt further by-laws or amend or repeal those adopted at any regular or special meeting of Directors.

WE HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of Callaway Place Association, Inc. were duly adopted by the affirmative vote of the Board of Directors at a meeting held on October 24, 2018.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 20th day of November, 2018.

WITNESSES AS TO PRESIDENT:

CALLAWAY PLACE ASSOCIATION, INC.

Tina Gimmi
Printed Name: Tina Gimmi

By: Susan Ranew
Callaway Place, President

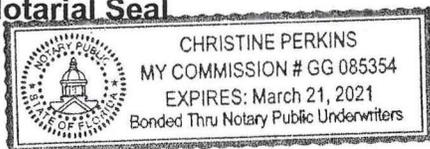
Judy Merritt
Printed Name: Judy Merritt

STATE OF FLORIDA
COUNTY OF St Lucie

The foregoing instrument was acknowledged before me on Nov 20, 2018, by Susan Ranew, as President of Callaway Place Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Christine Perkins
Notary Public

Notarial Seal



WITNESSES AS TO SECRETARY:

Susan Raven
Printed Name: SUSAN RAVEN

Judy Merritt
Printed Name: Judy Merritt

CALLAWAY PLACE ASSOCIATION, INC.

By: Tina Gimmi
Callaway Place, Secretary



STATE OF FLORIDA
COUNTY OF St Lucia

The foregoing instrument was acknowledged before me on NOV 20, 2018,
by Tina Gimmi, as Secretary of Callaway Place Association, Inc. [] who is
personally known to me, or [X] who has produced identification [Type of Identification:
Florida DL].

Notarial Seal

Christine Perkins
Notary Public

