

**Cross-References: Original By-Laws: Book 2432
Page 1637
Amended and Restated Declaration: Book 3513
Page 0561**

FIRST AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS OF
SOUTHWOOD RESIDENTIAL COMMUNITY ASSOCIATION, INC.

THIS FIRST AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS are made as of the date set forth below by The St. Joe Company, a Florida corporation ("**Declarant**").

WITNESSETH

WHEREAS, on May 25, 2006, Declarant recorded that certain Amended, Restated and Integrated Declaration of Covenants, Conditions, and Restrictions and Community Covenant for the Southwood Residential Community in Deed Book 3513, Page 561, et seq., of the Official Records of Leon County, Florida ("**Amended and Restated Declaration**"); and

WHEREAS, On May 1, 2009, the Declarant recorded certain Amended and Restated By-Laws of Southwood Residential Community Association, Inc., in Deed Book 3978, Page 846, et seq., of the Official Record of Leon County, Florida; and

WHEREAS, pursuant to Section 6.7(a) of the Original By-Laws, the Class "B" Member may unilaterally amend the Original By-Laws during the Class "B" Control Period; and

WHEREAS, Declarant is the Class "B" Member under the Amended and Restated By-Laws and the Class "B" Control Period has not ended, and

WHEREAS, Declarant desires to amend the Amended and Restated By-Laws;
and

NOW THEREFORE, pursuant to Declarant's reserved authority, Declarant hereby amends the Amended and Restated By-Laws as follows:



This 13th day of March, 2020.

DECLARANT/CLASS "B" MEMBER:
THE ST. JOE COMPANY, a Florida corporation

Witnessed By:

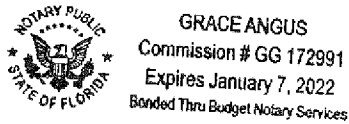
By: *Elizabeth J. Walters*
Print Name: Elizabeth J. Walters

By: *Marek Bakun*
Marek Bakun, Executive VP & CFO

By: *Michael Ringquist*
Print Name: Michael Ringquist

State of Florida - County of Walton

The foregoing instrument was acknowledged before me, by means of X physical presence or ___ mobile notarization, this 13th day of March, 2020, by Marek Bakun as Executive Vice President & Chief Financial Officer of The St. Joe Company. He is personally known to me.



NOTARY PUBLIC

sign *Grace Angus*

print: Grace Angus
State of Florida at Large (Seal)
My Commission expires:

By: *Michael Ringquist*
Print Name: Michael Ringquist

By: *Elizabeth J. Walters*
Elizabeth J. Walters, Secretary

By: *Grace Angus*
Print Name: Grace Angus

[seal]

State of Florida - County of Walton

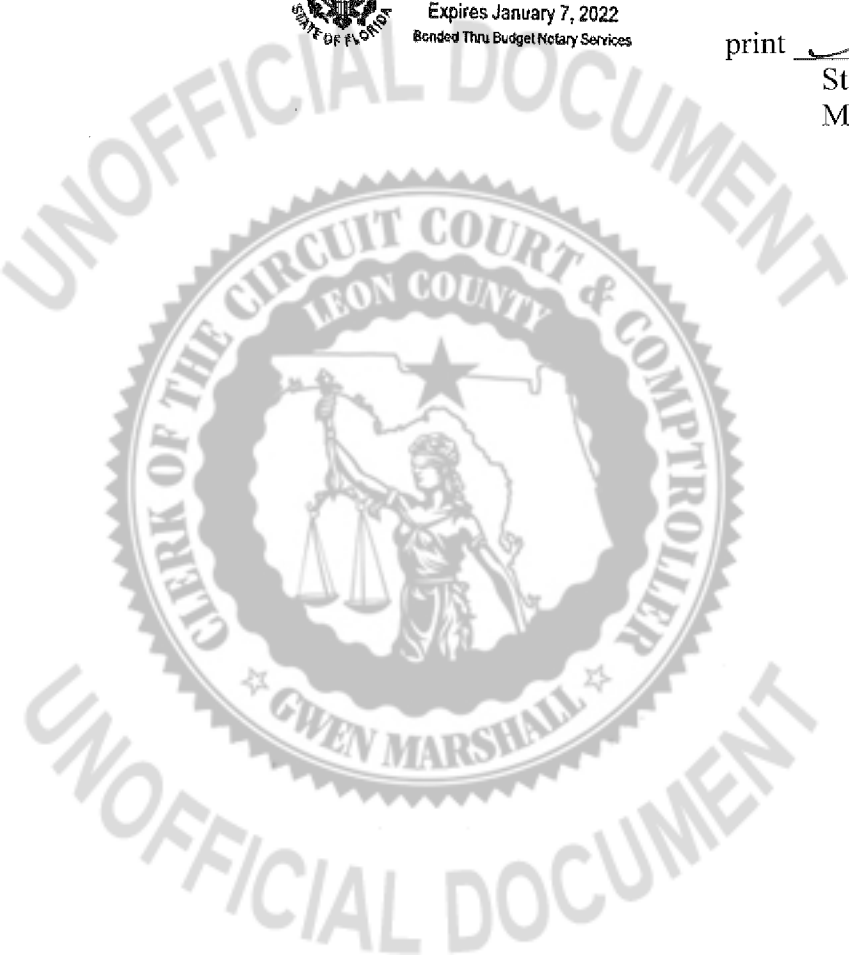
The foregoing instrument was acknowledged before me, by means of X physical presence or ___ mobile notarization, this 13th day of March, 2020, by Elizabeth J. Walters as Secretary of The St. Joe Company. She is personally known to me.



NOTARY PUBLIC

sign *Grace Angus*

print *Grace Angus*
State of Florida at Large (Seal)
My Commission expires:



FIRST AMENDMENT TO AMENDED AND RESTATED
BY-LAWS
OF
SOUTHWOOD RESIDENTIAL COMMUNITY ASSOCIATION, INC.

[Underlined text is new. Deleted text is striken.]

Article II: Membership: Meeting, Quorum, Voting, Proxies

2.1. Membership.

The Association shall have two classes of membership, Class "A" and Class "B," as more fully set forth in the Declaration. Provisions of the Declaration pertaining to membership are incorporated by the reference. ~~Any reference in these By-Laws to "Neighborhood Representatives" shall be deemed to refer to the Members if a Neighborhood Representative has not yet been elected for the Neighborhood or if the matter in question otherwise requires the vote or presence of the Members personally.~~

...

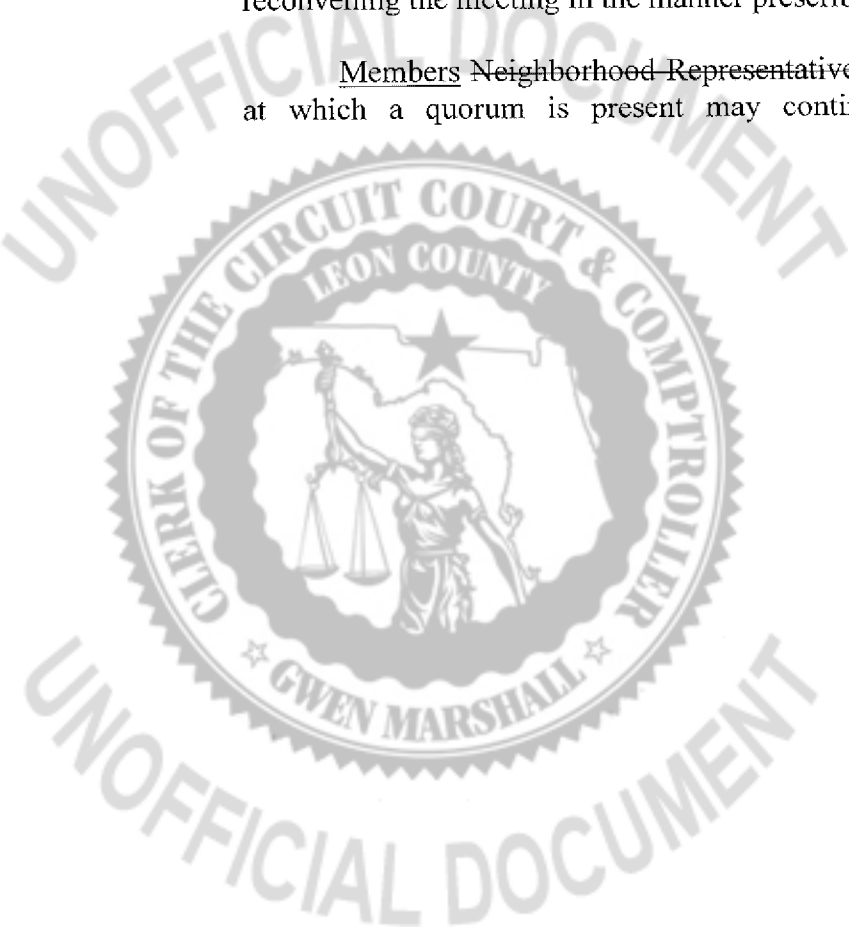
2.6. Waiver of Notice.

Waiver of notice of an Association meeting shall be the equivalent of proper notice. Any Member ~~Neighborhood Representation~~ may waive, in writing, notice of any Association meeting, either before or after such meeting. ~~A Neighborhood Representative's attendance at a meeting shall be deemed a waiver by such Neighborhood Representative of notice of the meeting unless the Neighborhood Representative specifically objects to lack of proper notice at the time the meeting is called to order.~~ Attendance at a special meeting also shall be deemed a waiver of notice of all business transacted at the meeting unless an objection on the basis of lack of proper notice is raised before the business is put to vote.

2.7. Adjournment of Meetings.

If the Association cannot hold a meeting because a quorum is not present, a majority of the Members ~~Neighborhood Representatives~~ who are present may adjourn the meeting to a time at least five but not more than 30 days from the date called for the original meeting. At the reconvened meeting, if a quorum is present, any business may be transacted which might have been transacted at the meeting originally called. If those in attendance at the original meeting do not fix a time and place for reconvening the meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, the Association shall give the Members ~~Neighborhood Representatives~~ notice of the time and place for reconvening the meeting in the manner prescribed for regular meetings.

Members ~~Neighborhood Representatives~~ present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment,



notwithstanding the withdrawal of enough Members Neighborhood Representatives to leave less than a quorum, provided that at least a majority of the votes required to constitute a quorum approve any action taken.

2.8. Voting.

Members shall have such voting rights as are set forth in the Declaration, which provisions are incorporated herein by this reference. ~~Until such time as the Board first calls for election of a Neighborhood Representative for any Neighborhood, the Owners within such Neighborhood shall be entitled personally to cast the votes attributable to their respective Lots on any issue as to which a Neighborhood Representative for any Neighborhood, the Owners within such Neighborhood shall be entitled personally to cast the votes attributable to their respective Lots on any issue as to which a Neighborhood Representative representing the neighborhood would be entitled to vote, and the term "Neighborhood Representative" shall include all such Owners.~~

Members Neighborhood Representatives may vote at a meeting by voice vote or ballot or may vote by mail without the necessity of a meeting, as determined by the Board; provided, the Board shall hold meetings when required by the Declaration, these By-Laws, or Florida law. Votes for the election of directors ~~need not shall~~ be cast at a meetings. An election of directors is not are subject to the quorum requirements of Section 2.11. The Board may permit votes, including for the election of directors, to be cast electronically (i.e., *via* the Internet, intranet, or electronic mail) so long as the voting process satisfies the requirements Section 720.317, Florida Statutes with sufficient verification of authenticity and if permitted by law.

2.9. Proxies.

~~Neighborhood Representatives may not vote by proxy but only in person or through their designated alternates.~~ On any matter as to which a Member is entitled personally to cast the vote for his Lot, such vote may be cast in person by proxy, subject to Florida law.

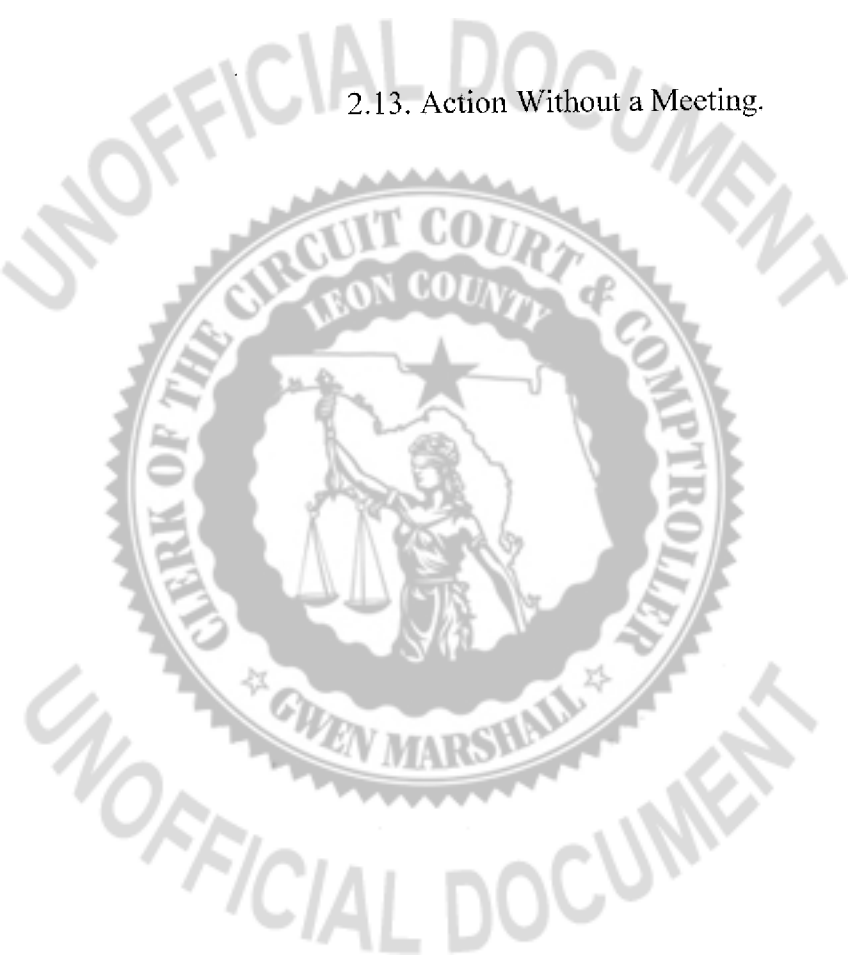
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2.11 Quorum.

Except as these y-Laws or the Declaration otherwise provide, the presence of Members, either personally or, by proxy, ~~or through Neighborhood Representatives,~~ representing 20% ~~30%~~ of the total Class "A" votes in the Association shall constitute a quorum at all Associations meetings.

...

2.13. Action Without a Meeting.



Without holding a meeting pursuant to Sections 2.3 or 2.4, Members Neighborhood Representatives may take any action that the Governing Documents or Florida law require the Members to take at a meeting (subject to any limitations imposed under the Declaration), if Members Neighborhood Representatives representing at least 80% of the Association's Class "A" votes sign a written consent specifically authorizing the proposed action. The Association need not give prior notice before soliciting such consent, provided, the Association must send written consent forms to all Members Neighborhood Representatives. Members Neighborhood Representatives shall sign, date, and deliver such consents to the Association within 60 days after the Association's receipt of the earliest dated consent. The Association's Secretary shall file such consents with the Association's minutes and the consents shall have the same force and effect as a vote of the Members Neighborhood Representatives at a meeting. Within 10 days after receiving authorization for any action by written consent, the Secretary shall give written notice to all Members Neighborhood Representatives entitled to vote who did not give their written consent, fairly summarizing the material features of the authorized action.

Article III: Board of Directors: Selection, Meetings, Powers

...

3.4 Nomination and Election Procedures

(a) Nominations and Declaration of Candidacy. Prior to each election of directors, the Board shall prescribe the opening date and the closing date of a reasonable filing period in which every eligible person who has an interest in serving as a director may file as a candidate for any positions to be filled by Class "A" votes.

...

In preparation for each election, the Nominating Committee, if appointed, shall meet and make as many nominations for election to the Board as it shall in its discretion determine, but in no event less than the number of positions to be filled by the Members Neighborhood Representatives at such election. ~~The Nominating Committee shall nominate separate slates for the directors, if any, to be elected at large by all Neighborhood Representatives and for the director(s) to be elected by the Neighborhood Representative within each Voting Group.~~ In making its nominations, the Nominating Committee shall use reasonable efforts to nominate candidates representing the diversity that exists within the pool of potential candidates.

Nominations shall not also be permitted from the floor at a ~~the~~ meeting at which any election is held. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members Neighborhood Representatives and to solicit votes.

(b) Election Procedures. A Member Neighborhood Representative may cast the votes assigned to the Lots which he or she ~~it~~ represents for each position to be filled from the slate of candidates on which he or she is entitled to vote. Cumulative voting is not



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allowed. That number of candidates which equals the number of positions to be filled and receiving the greatest number of votes shall be elected.

3.5. Election and Term of Office.

~~Except as these By-Laws or the Declaration may otherwise specifically provide, election of directors shall take place at the Association's annual meeting.~~ Notwithstanding any other provision of these By-Laws:

...

(c) Not later than the first annual meeting after the termination of the Class "B" Control Period, not more than five Noting Groups shall be created in accordance with the Declaration, and the Board shall hold an election with the Members Neighborhood Representatives from each Voting Group shall elect a director. In order to establish staggered terms for such directors, at least one-half of the initial directors elected from the Voting Groups shall serve two-year terms and the remainder shall serve one-year terms, as such directors determine among themselves. In addition, the At-Large Representatives shall continue to serve as directors and shall serve two-year terms.

...

Upon expiration of the initial and all subsequent terms of the director elected from within a Voting Group, the Members Neighborhood Representatives entitled to elect such directors shall elect successors to serve two-year terms. Notwithstanding the stated length of any term, directors shall hold office until their respective successors have been elected. Directors may not serve more than two consecutive two-year terms.

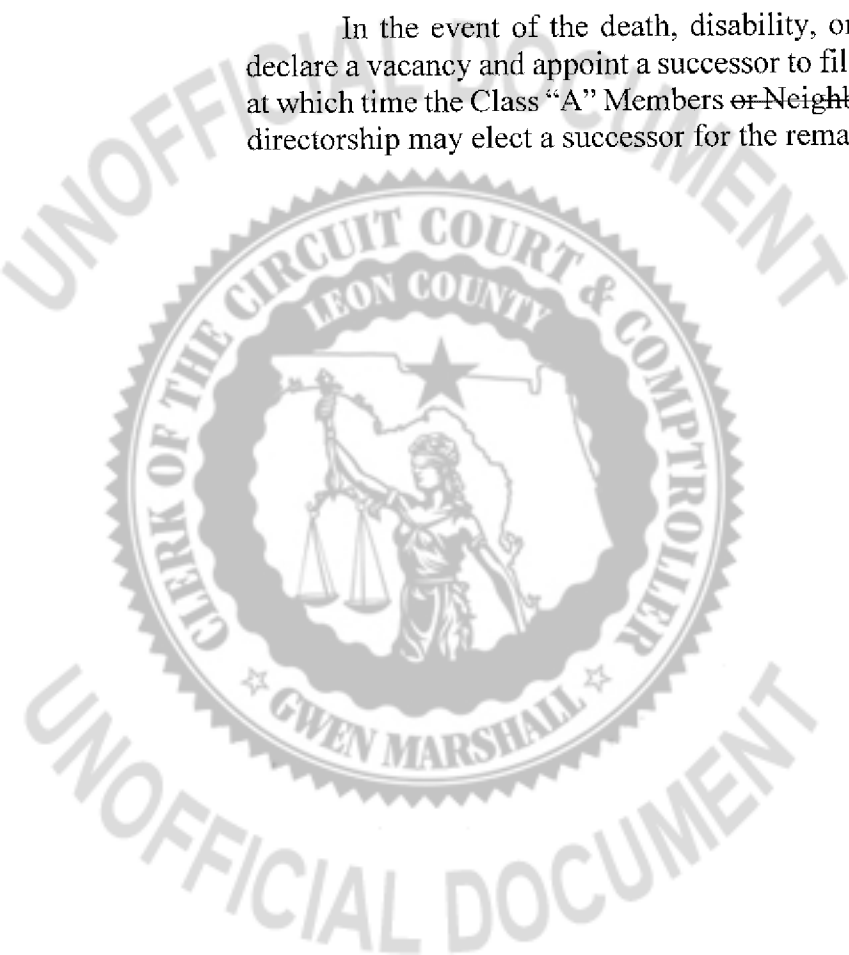
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3.6 Removal of Directors and Vacancies.

Any Class "A" Director may be removed, with or without cause, by the vote of Class "a" Members or Neighborhood Representatives, as applicable, holding a majority of the votes entitled to be cast for the election of such director. Any director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a director, a successor shall be elected by the Class "A" Members or Neighborhood Representatives entitled to elect the director so removed to fill the vacancy for the remainder of such director's term. Class "A" Directors may not be removed by the Class "B" Member.

...

In the event of the death, disability, or resignation of a director, the Board may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting, at which time the Class "A" Members or Neighborhood Representatives entitled to fill such directorship may elect a successor for the remainder of the term.



3.14. Open Meetings: Executive Session

Subject to the provisions of Section 3.15, Members and Neighborhood Representatives shall have the right to attend all meetings of the Board and to speak on certain matters for at least three minutes as set forth in Section 720.303 of the Act.

