

RESOLUTION

WHEREAS, the Task Force Committee was established for the purpose of providing a comprehensive review of the By-Laws of the Bay Harbour Homeowners Association, and make all necessary corrections, amendments for the effective operation of HOA affairs; and

WHEREAS, the four (4) members, John Demps, Dale Cushman, Andre Ferreira, and Vincent Dickerson, all in good standing, devoted an enormous time reviewing and amending the By-Laws to ensure membership involvement in the decision making process; and

WHEREAS, this is the first step in improving the governance of the HOA. We the members of the Committee encourage you to review the amendments and provide full support to all; now

THEREFORE BE IT RESOLVED, we the Committee members unanimously approve and submit the attached document over our signature to the Board of Directors of Bay Harbour HOA on this Day 24th of August 2016.

John W. Demps, Sr.
Committee Chair



Dale Cushman



Andre Ferreira



Vincent Dickerson



By-Laws of the Bay Harbour Homeowners' Association Inc.

Article I

General

Section 1. Definitions and Operations. Express reference is here made to the Master Declaration of Covenants, Conditions, Restrictions and Easements of Bay Harbour (the "Declarations") recorded in the Duval County, Jacksonville, Florida Public Records where necessary to interpret, construe, and apply the provisions of these By-Laws. Without Limitation:

(a) Definitions. All terms defined in the Declaration have the same meaning when used in these By-laws.

(b) Consistency. By adopting these By-Laws, the Board intends them to be consistent with the provisions of this Association's Articles of Incorporation (the "Articles") and with those of the Declaration.

(c) Conflict. These By-Laws are to be interpreted, construed and applied with the Articles and the Declaration to avoid inconsistencies of conflicting results, but if such conflict necessarily results, the provisions of the Articles or the Declaration control anything to the contrary in these By-Laws.

Section 2. Membership and Voting Rights. Membership and voting rights in the Association are set forth in the Declaration and Articles (Articles V of the Articles and in Section III of the Declaration) and all votes of members as herein set forth shall be subject to the same.

Section 3. Seal. This Association has a seal in circular form having within its circumference the words "BAY HARBOUR HOMEOWNERS ASSOCIATION, INC.," "FLORIDA" and "Corporation Not for Profit", an impression of such seal appearing in the margin.

Section 4. Fiscal Year. This association's fiscal year begins on the first day of January of each calendar year.

Section 5. Amendment. These By-Laws may be altered, amended, or rescinded in the manner set forth in Article XI of the Articles of Incorporation.

Article II

Members' Meetings

Section 1. Annual Meetings. The annual meeting of this Association is to be held each year within sixty (60) days before ensuing fiscal year, on such date and at such time and place in Duval County, Florida as the Board determines.

(a) The Board of Directors shall meet once a quarter.

(b) The full membership shall meet bi-annually.

(c) Once a year an informational or concerns meeting shall be held.

Section 2. Special Meetings. Special membership meetings may be called at any time by: (i) the Chairman; or (ii) majority vote of the Board; or (iii) by the request of members entitled to cast twenty percent (20%) of all votes eligible to be cast by members. The agenda at special meetings shall be confined to the subject matter for which the meeting was called.

Section 3. Notice. Written notice of each membership meeting shall be given by or at the direction of the Chairman. All notices must specify the place, day and hour of the meeting and, in the case of special meetings, its purpose.

Section 4. Manner of Notice. Notice of all board meetings, annual meetings and special meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting except in an emergency. In the alternative, if notice is not posted in the community, notice of each meeting must be mailed or delivered to each member at least 14 days before the meeting, except in an emergency. However, a member must consent in writing to receiving notice by electronic transmission.

Section 5. Quorum. The presence of members entitled to cast thirty percent (30%) of the votes eligible to be cast by the membership constitutes a quorum for all purposes except consideration of any action which requires the presence of

Members entitled to cast two-thirds (2/3) of the votes eligible to be cast by the Membership in which at least two-thirds (2/3) of the members shall be present. Once established, a quorum is effective for all purposes notwithstanding the subsequent withdrawal of members. If the required quorum is not present at any meeting duly called, a majority of the member's present have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the required quorum is present, provided such adjournment is taken within one (1) hour following the scheduled time of the meeting.

Section 6. Adjournment. If a meeting otherwise duly called and convened with the requisite quorum present is adjourned to another time or place, notice of the adjourned meeting is not required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

Section 7. Record Date. Any notice of any meeting of the membership must be given to each Member as shown upon the Association's books.

Section 8. Election Process. The Secretary shall prepare and mail ballots to all members in good standing at least fifteen (15) days before the Election Day. The ballots shall: (i) describe the vacancies to be filled; (ii) list of nominees in alphabetical order; (iii) contain a space for a write-in vote for each vacancy. Voting for candidates for the Board of Directors shall occur from the date of the receipt of the mailed ballots to be returned and received before the "call to order" of the general meeting.

Section 9. Proxies. Any member in good standing may vote in the election for Officers and Directors by ballot or proxies. To be valid, a proxy must be dated, must state the date, time and place of the meeting for which 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 90 days after the date of the meeting for which it was originally given. A proxy is not revoked by incompetence or death until the Association receives written notice thereof. If a proxy confers authority upon two or more persons and does not otherwise provide a majority of such proxies

present at the meeting, or if only one is present, then the one, may exercise all powers conferred by the proxy. A proxy expressly may provide for a right of substitution by written designation of the proxy holder. A member represented by a valid proxy at any meeting is "present" for all- purpose. Proxies shall be received before the "call to order" of the general meeting.

Section 10. Membership List. At least ten (10) days prior to each membership meeting, a complete list of the members entitled to vote at such meeting, and their respective addresses, must be made available to the membership, and open to inspection by any member upon request. Such list must also be produced and kept open at the time and place of the meeting, for inspection by any member at any time during the meeting. In the absence of substantial compliance with the requirements of this section, and upon the demand of any member present, the meeting must be adjourned until such compliance occurs. If no such demand is made, failure to comply with the requirements of this section does not affect the validity of any action taken at such meeting.

Section 11. Voting Requirements. Every act and decision done or made by a majority of the members present at a meeting duly called at which a quorum is present is the act of the membership, except with respect to any action requiring two-thirds (2/3) vote of the membership, as to which the voting requirements of the applicable provisions of the Articles or Declaration govern.

Article III

Officers and the Board of Directors

Section 1. Number and Composition. Except as expressly provided otherwise, all powers of this Association are exercised by or under the authority of, and the business affairs of this Association are managed under the direction of the Officers and Board of Directors consisting of (4) Directors and (1) Chairman of the Board, all which shall be Association members.

This Associations' regular Officers are the Directors, the Chairman of the Board, Secretary and Treasurer, who are elected at the annual membership meeting, for a term of two years. The Election of Officers and Directors must be completed by

the ensuing fiscal year. (January 1st) The chairman and all Officers must be members of the Board of Directors. Each director and officer continues in office until a successor has been elected and qualified, unless such director or officer sooner dies, resigns, is removed or is disqualified or otherwise unable to serve.

Section 2. Standard of Care. Each Director and Officer shall perform all duties of the position elected or appointed; including duties as a committee member, (i) in good faith, (ii) in a manner such Director or Officer reasonably believes to be in the best interests of this Association, and (iii) with such care as an ordinary prudent person in a similar position would exercise under similar circumstances.

Section 3. Reliance. A Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by any of the following, unless such Director has actual knowledge that reliance is unjustified.

(a) Officers. One or more Officers, employees, or managers of this Association whom the Director reasonably believes are reliable and competent in the matters presented.

(b) Professionals. Legal counsel, public accountants, or other persons as to matters which the Director reasonably believe are within such person's professional or expert competence.

(c) Committee. An Association committee upon which a Director may or may not serve, duly constituted pursuant to the Declaration, the Articles or these By-Laws, as to matters within designation authority, which committee the Director reasonably believes merits confidence.

Section 4. Resignation of Board Members. A resignation of any officer needs to be accepted to be effective. Officer vacancies are filled by Board appointment for the balance of the unexpired term. All resignations will be a part of the official minutes of the meeting.

Section 5. Duties. The duties of the regular officers are as follows:

(a) Chairman. The Chairman: (i) is entitled to preside at all meetings of the Board and the Membership; (ii) sees that orders and resolution of the Board are carried out; and (iii) signs all leases, mortgages, deeds, and other written instruments.

(b) Vice Chairman. The Vice Chairman is appointed by the Board and shall act in place of the Chairman if the Chairman is absent, unable or refuses to act.

(c) Secretary. The Secretary: (i) records the votes and keeps the minutes of all meetings and proceedings of the Board and the Members. (ii) keeps the corporate seals of this Association and affixes it on all instruments requiring it; (iii) gives notice of all meetings of the Board and Membership; and (iv) keeps the Membership Records as provided in Article VII, Section 3 of these By-Laws.

(d) Treasurer. The Treasurer: (i) shall have custody of all the Association funds and financial records, shall keep full and accurate account of receipts, deposits and disbursements into appropriate bank accounts. The Treasurer must make sure all the Association bills are paid in a timely fashion. All the Association monies and disbursements; such funds should reflect the approved budget by the membership; (ii) signs all checks and promissory notes of this Association; (iii) keeps proper books of account; (iv) with the assistance of the Board, prepares an annual budget and a statement of income and expense for presentation to the membership at its annual meeting; and (v) reports o the Association on a quarterly basis as the financial status of the Association; (vi) The Board of Directors spending cap is **ONE-THOUSAND-FIVE HUNDRED DOLLARS(\$1,500.00)**, outside of the budget without membership approval.

Section 7. Compensation. Any Director, Officer, or Committee Member may be reimbursed by the Association for actual expenses incurred in the performance of such Officer, Director or Committee Member's duties; but no Officer, Director, or Committee Member may be paid any compensation by this Association for the service rendered to this Association as an Officer, Director, or Committee Member.

Section 8. Nomination. Nomination for election for Officers and Directors will be accepted by the Board of Directors by an appointed Nominating Committee or

from the floor at the annual meeting of the Members, at least one month prior to the election. All Members will be notified of the times and dates for the nominations and elections. Nominations will be accepted for a minimum of seven days. Members will be notified of the names of the nominees for the election, as well as the date, times, and place where the election ballots will be open at least fifteen (15) days prior to voting. The nomination committee must be appointed in October; the election shall take place in November; and the Annual meeting shall be held in December to include the installation of Officers and Directors.

Section 9. Election. Voting for the Election of the Board of Directors shall be done by ballot or by proxy. Each Member may cast as many votes for each vacancy as such Member has under the provisions of Article V of the Articles. Members that are only required to pay single homeowner assessments having one residence on combined double lots (page 10 Section 33 of the Declaration) shall only be permitted to cast a single vote. The person receiving the largest number of votes for each vacancy is elected.

Section 10. Removal. Any Director, or the entire Board, may be removed with or without cause by a majority vote of the Members at any meeting called expressly for such purpose. Board directors may be recalled by an agreement in writing or by written ballot without a membership meeting. The agreement in writing or the written ballots, or a copy thereof, shall be served on the association by certified mail or by personal service. The board shall duly notice and hold a meeting of the board within 5 full business days after receipt of the agreement in writing or written ballots. At the meeting, the board shall either certify the written ballots or written agreement to recall a director or directors of the board, in which case such director or directors shall be recalled effective immediately and shall turn over to the board within 5 full business days any and all records and property of the association in their possession.

Section 11. Vacancies. If a Director dies, resigns, is removed or is disqualified or otherwise unable to serve, the remaining Directors, even if less than a quorum, may fill such vacancy by majority vote of the Board. An appointed Director serves

only the unexpired term of his predecessor, unless such appointee sooner dies, resigns, is removed or is disqualified or otherwise unable to serve.

Article IV

Directors' Meetings

Section 1. Meetings. The Board shall meet regularly as and when necessary for the proper conduct of this Association's affairs, on such dates and at such time and place are determined at the immediate preceding Board meeting or by standard Board resolution, The Board shall meet immediately following the annual meeting in order to undertake such other business as it deems to be appropriate. If the date, time and place of a regular meeting are not determined by standing resolution, three (3) days prior notice is required to any Director who did not attend the meeting at which the date, time, and place of meeting was determined.

Section 2. Special Meeting. Special Board meetings must be held on not less than three (3) days prior notice to each Director when called by (i) the Chairman; or (ii) by any three Directors.

Section 3. Quorum. Except where the provisions of the Declaration require by a greater percentage, attendance by three or more of the Directors shall constitute a quorum for all purposes; and every act and decision done or made by a majority of the Directors present at a meeting duly called at which a quorum is present constitutes the act of the Board. Where any provision of the Declaration required approval by two-thirds (2/3) of the Directors, the full Board constitutes a quorum for such action. Once established, a quorum is effective for all purposes, notwithstanding the subsequent withdrawal of one or more Directors.

Section 4. Conflict of Interest. No contract or other transaction between this Association and one or more of its Directors, or any entity in which one or more of this Association's Directors are directors, officers, or financially interested, is void or voidable because of such relationship.

- Board Disclosure. Such relationship or interest is disclosed or known to the Board of Directors that authorizes, approves, or ratified the contract or transaction by a vote or consent sufficient for such purpose without counting the votes or consents of the interested Directors.
- Membership. Such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve, or ratify such contract or transaction by the requisite vote or written consent.
- Fairness. Such contract or transaction is fair, and reasonable to the Association at the time it is authorized by the Board, or the Members. Common or interested Directors may be present at the meeting of the Board or membership that authorizes, approves, or ratified such contract or transaction and may be counted in determining the presence of a quorum at any such meeting without rendering the contract or transaction void or voidable.

Section 5. Adjournment. A majority of the Directors present at any meeting duly called, regardless of whether a quorum exists, may adjourn such meeting to another time and place, but notice of such adjourned meeting must be given to the Directors not present at the time of adjournment.

Section 6. Presence. Any Director present at a Board Meeting at which action on any matter is taken is presumed to have assented to such action unless such action unless such Director (i) votes against such action; or (ii) abstains from voting because of an asserted conflict of interest.

Section 7. Information Action. Any Board action that is required or permitted to be taken at a meeting may be taken without a meeting if a written consent to such action is signed by all members of the Board and filed in the minutes of the Boards proceedings. Directors are deemed present at any meeting for all purposes if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

Article V

Powers of the Board of Directors

Section 1. General. The Board has the power to exercise for and on behalf of this Association all powers, duties, and privileges vested in or delegated to this Association and not reserved to its members by any provision of these By-Laws, the Articles, or the Declaration. With limitations, reflected in the approved budget and planed activities for the year by the membership at the annual meeting. The Board may employ all managers, independent contractors, professional advisors, and employees and agents as the Board deems advisable and prescribe their duties and fix their compensation, within budgetary limitations, if any.

Section 2. Rules and Regulations. The Board has the power from time to time to adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of all or any portion of the Common Area, the Property and the Associations activities, or either, so long as such rules and regulations are consistent with the rights and duties established by the Articles and the Declaration.

Section 3. Enforcement. For violation of any of its rules and regulations, the Board may (i) suspend any Member's right to services or privileges provided by this Association; or (ii) require any member to make restitution to this Association for any loss resulting from any violation; or (iii) take any action described in the Declaration.

Section 4. Suspension of Membership Rights. The Board is authorized, without prior notice, to suspend any Member's right to services, to include Voting and all privileges provided by this Association, or either, during any period in which such member is more than ninety (90) days in default in payment of any assessment levied by this Association. Each member or the member's tenants, guests, and invitees, are governed by and must comply with, Chapter 720, F.S. (Homeowners'

Association Disclosure) the governing documents of the community, and the rules of the association. Attached to the By-Laws is a copy of Chapter 720.305, F.S.

Section 5. Special Assessments. The Board has the power to determine what, if any, assessments are to be levied pursuant to Section 6 (c.) of the Declaration.

Section 6. Indemnification. The Board has the power to provide indemnification for this Association's officers, directors, standing committee members, agents, and Members to the extent and in the manner from time to time permitted by the laws of the State of Florida.

Section 7. Vacancies. The Board has the power to declare the office of any Director vacant if such Director is absent from three (3) consecutive Board meetings without justification or excuse.

Article VI

Duties of Board of Directors

Section 1. General. The Board shall supervise all of the Association's officers, agents, committees and contractors and see that they otherwise manage the affairs of this Association as provided in these By-Laws, the Articles, and the Declaration.

Section 2. Assessments. The Board may enforce collection of all assessments owed this Association that remain unpaid for a period of ninety (90) days by foreclosure, suit, or such other lawful procedures as the Board deems advisable, in addition to imposing the sanctions provided by Article V, Section 4 of these By-Laws.

Section 3. Estoppels Certificates. Upon request by any interested person, the Board shall cause an appropriate Association officer to issue a certificate as to the status of the assessments or Architectural control, or both, with respect to any Lot. Such certificates shall bind this Association as of the date of the issuance when properly executed by an appropriate officer. The Board may make a reasonable uniform charge for issuing such certificates.

Section 4. Financials. With the assistance of this Association's Treasurer, the Board shall prepare an annual budget and financial statement. The Board also must present a current statement of income and expense when requested in writing by Members entitled to cast at least twenty percent (20%) of the Membership votes outstanding. As and when necessary or appropriate, when requested by the Membership, the Board from time to time also will cause an audit of this Association's financial affairs to be made by an independent accountant.

The failure of an association to provide access to the records within 10 business days after receipt of a written request submitted by certified mail, return receipt requested, creates a rebuttable presumption that the association willfully failed to comply.

A member who is denied access to official records is entitled to the actual damages or minimum damages for the association's willful failure to comply with this subsection. The minimum damages are to be \$50 per calendar day up to 10 days, the calculation to begin on the 11th business day after receipt of the written request.

The association may charge up to 50 cents per page for copies made on the association's photocopier. If the association does not have a photocopy machine available where the records are kept, or if the records requested to be copied exceed 25 pages in length, the association may have copies made by an outside vendor or association management company personnel, and may charge the actual cost of copying, including any reasonable costs involving personnel fees and charges at an hourly rate for vendor or employee time to cover administrative costs to the vendor or association.

Section 5. Insurance. The Board shall procure and maintain in force and effect at all times insurance in compliance with the requirements of the Declaration. The Board also must cause all persons or entities employed, authorized, or contracted with to collect, disburse, and manage this Association's funds, including this Association's officers, directors, and uncompensated volunteers, to be bonded or insured with standard fidelity and errors and omissions coverage for the benefit

of this Association. The premiums for the foregoing shall be paid from Association funds.

Section 6. Management. The Board may contract with any entity to manage the Association's affairs, in whole or in part, **only** with the approval of the membership. No such management contract may be for a term longer than one year and must be terminable by the Association for cause upon not more than thirty (30) days' prior written notice.

Article VII Books and Records

Section 1. Records Enumerated. The Association must keep correct and complete (i) Books and records of account; (ii) minutes of the proceedings of the Members and the Board; and (iii) a Membership Record.

Section 2. Formality. No particular formality is required for the minutes of the proceedings of this Association, as long as the nature of the action taken or defeated reasonable can be determined from such record. Failure to maintain proper minutes of any proceedings does not affect its validity if all requirements for any action taken in fact, were met.

Section 3. Membership Record. This Association's Membership Record must show (i) the name of each Owner and Co-Owner, if any, (ii) a proper legal description of such Owner's Lot; (iii) whether such Owner's membership is in good standing, and (iv) the address to which notice is to be given such Owner pursuant to these By-Laws.

Section 4. Book of Resolutions. All resolutions of the membership or Board having more than temporary effect shall be compiled from time to time into a Book of Resolutions and topically indexed for the future guidance of the Association's directors, officers, and members.

Section 5. Inspection. All books, records, and papers of this Association are open at all times during reasonable business hours for inspection and copying by Owner, or Member. Such right of inspection may be exercised personally or by

one or more representatives. Upon request, the Association also will furnish to any Owner, or Member copies (certified, if requested) of any and all of its books, records and other papers. The Association may make a reasonable, uniform charge for such copies and certification.

Section 6. The official Association records shall include:

(i) Copies of any plans, specifications, permits and warranties related to improvements constructed on the common areas or other property that the association is obligated to maintain, repair or replace,

(ii) A copy of the By-Laws of the Association and of each amendment to the By-Laws,

A certified copy of the Articles of Incorporation of the Association and of each amendment thereto,

(iii) a copy of the Declaration of Covenants and a copy of each amendment thereto,

(iv) a copy of the current rules of the Association,

(v) the minutes of all meetings of the Board of Directors and of the members, which minutes must be retained for at least seven (7) years,

(vi) A current roster of all members and their mailing addresses and parcel identification,

(vii) All of the Association's insurance policies or a copy thereof, which policies must be retained for at least seven (7) years,

(viii) A current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease or other contract under which the Association has any obligation or responsibility. Bids received by the Association for work to be performed must also be considered official records and must be kept for a period of one (1) year,

(ix) The financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years,

(x) The financial and accounting records must include:

(a) Accurate, itemized, and detailed records of all receipts and expenditures.

(b) A current account and a periodic statement of the account for each member, designating the name and the current address of each member who is obligated to pay assessments, the due date and amount of each payment on the account, and the balance due.

(c) All tax returns, financial statements, and financial reports of the Association.

(d) Any other records that identify, measure, record or communicate financial information.

Article VIII

ARCHITECTURAL CONTROL

Section 1. General Provisions. No building, fence, wall or other structure, landscaping or exterior lighting plan or any other type of improvement shall be commenced, erected, or maintained upon the Property, nor shall any exterior addition to or change or alteration therein be made until the plans and specifications showing the nature, kind, shape, height, color, materials, and location of the same shall have been submitted to and approved in writing to the harmony of the external design and location in relation to surrounding structures and topography by the Architectural Review Committee ("ARC").

Section 2. Architectural Review Committee. (Standing Committee)

Composition of the Architectural Committee. The Architectural review and control functions of the Association shall be administered and performed by the Chairman of the Board of Directors and the (4) Board Directors. At any time, the Board of Directors has the right to appoint (1) architect or building contractor to the ARC. A majority of the ARC shall constitute a quorum to transact business at any meeting of the ARC and with a quorum present shall constitute the action of the ARC.

Powers and Duties of the ARC. The ARC shall have the following powers and duties: To draft Architectural Planning Criteria and to recommend from time to time to the Board modifications and/or amendments to the Architectural Planning Criteria. Any modification or amendment to the Architectural Planning Criteria shall be consistent with provisions of the Declaration, and shall not be effective until adopted by a majority of the members of the Board of Directors of the Association at a meeting duly called and noticed and at which a quorum is present and voting. Notice of any modification or amendment to the Architectural Planning Criteria including a verbatim copy of such change or modification, shall be delivered to each member of the Association however, a receipt copy of any modification or amendment to the Architectural Planning Criteria shall not constitute a condition precedent to the effectiveness or validity of such change or modification.

To require submission to the ARC of one (1) complete set of all plans and specifications for any improvement or structure of any kind, including, without limitation, any building, fence, wall, sign, site paving, grading, parking and building additions, alterations screen enclosures, sewer, drain, disposal systems, decorative building, landscaping, landscape device or object, exterior lighting scheme or other improvement, the construction or placement of which is proposed upon any Lot or Property, together with a copy of any City of Jacksonville Permits. The ARB may also require submission of samples of building materials and colors proposed for use on any Lot or Property, and may require such additional information as reasonably may be necessary for the Board to completely evaluate the proposed structure or improvement in accordance with the Declaration and the Architectural Planning Criteria. Reviews shall be coordinated with required City of Jacksonville approvals.

To approve or disapprove any improvement or structure of any kind, including, without limitation, any building, fence, wall sign, site paving, grading, parking and building additions, alterations, screen enclosure, sewer, drain, disposal system, decorative building, landscaping, landscape device or object, exterior lighting scheme or other improvement or change or modification thereto, the construction, erection, performance or placement of which is proposed upon any Lot or the Property and to approve or disapprove any exterior additions, changes, modifications or alterations including the color thereof, therein or thereon. Any party aggrieved by a decision of the ARC shall have the right to make written request to the Board within thirty (30) days of such a decision, for a review

thereof. The determination of the Board upon reviewing any such decision shall in all events be dispositive.

If any improvement or structure as aforesaid shall be changed, modified or altered without prior approval of the ARC of such change, modification or alteration, and the plans and specifications therefore, if any, then the Owner shall upon demand cause the improvement or structure to be restored to comply with the original plans and specifications, or the plans and specifications originally approved by the ARC, and shall bear all costs and expenses of such restoration, including costs and reasonable attorneys' fees of the ARC.

In addition, any Owner making or causing to be made improvement or additions to the Property or a Lot, agrees and shall be deemed to have agreed, for such Owner, and his heirs, personal representatives, successors and assigns to hold the Association and all other Owners harmless from any liability or damage to the Property and expenses arising there from and such Owner shall be solely responsible for the maintenance, repair and insurance thereof as may be required by the Association.

In the event of a disagreement this ARC and the ARC or equivalent entity of any Condominium or Subdivision Association, the decision of this ARC shall prevail.

Article IX

Procedure

Roberts Rules of Order (latest edition) shall govern the proceedings of meetings of the Association, the Board of Directors, and its Committees.

ATTESTATION

IN WITNESS WHEREOF, the undersigned Secretary has signed this document for the purpose of authenticating it as the By-Laws of BAY HARBOUR HOMEOWNERS' ASSOCIATION, INC. a Florida corporation not for profit, as adopted by its Board of Directors this 24 day of Oct 2016.

Signature

Deborah DeLong

Date

10/24/16

WITNESS: Bert A Rhodes
 Printed Name: Bert A. Rhodes

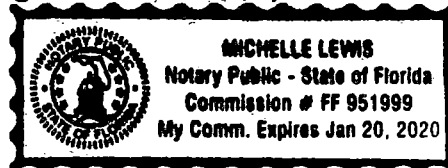
WITNESS: John W. Dempsey
 Printed Name: John W. Dempsey, Sr.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing affirmed before me this 24th day of October, 2016,
 by Deborah Delany and subscribed by Bert Rhodes at the direction of
 and in the presence of John Dempsey and in the presence of these witnesses.
 They are personally known to me and did take the oath.

Michelle Lewis
 Signature of Notary



Print or Stamp Commissioned of

Notary Public Expire 01/20/2020

Sworn to and subscribed before me this 24th day
 of October, 2016. Personally known
 or produced identification. Type of identification
 produced FL DLS

FL DL # D432-161-51-909-0 11/09/21 EXP
 FL DL # R320-001-55-337-0 09/17/18 EXP
 FL DL # D512-479-42-028-0 01/28/21 EXP