

FIRST AMENDED AND RESTATED

BYLAWS

OF

LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC.

Originally Effective and Adopted by the Board of Directors on February 8, 1989

Amended by the Board of Directors on January 19, 2013

The following First Amended Bylaws shall govern the operation of LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC., a Florida non-profit corporation (hereinafter the "Association") and these First Amended Bylaws shall replace any and all other Bylaws of the Association, which shall be of no further force and effect. The Association is an incorporated non-profit corporation, organized and existing pursuant to Title XXXVI, Chapter 617 of the Florida Statutes.

ARTICLE I - OFFICES

The principle office of the Association shall be 3303 Lighthouse Point Lane, Jacksonville, Florida 32250. The current President may direct the use of any location whether on or off of the Association property for meetings of the Association or Board of Directors.

ARTICLE II – PURPOSES

Subject to the provisions of the Declaration of Covenants and Restrictions for Lighthouse Pointe recorded in the public records of Duval County, Florida, as amended from time to time, as well as any other lands which may hereafter be brought within the Association's jurisdiction, the purposes for which this Association has been organized are as follows:

To promote the health, safety and general welfare of the residents within that tract of land in Duval County, Florida; and

To establish and enforce all rules and regulations which result in not only the enhancement, but also the appreciation of the value of the property, both private and common.

The purposes and powers of the Association are more fully described in Article III of the Articles of Incorporation of Lighthouse Pointe Community Association, Inc., filed on February 8, 1989, with the Secretary of State, Tallahassee, Florida, under Charter #N30559.

ARTICLE III – MEMBERSHIP

1. QUALIFICATION FOR MEMBERSHIP:

Every person who holds the record fee simple title, or any undivided fee simple interest of record, to any lot is a Member of this Association, excluding any person who holds any interest in any Lot merely as security for the performance of an obligation. An owner of more than one lot is entitled to one Membership for each lot owned. Membership is appurtenant to, and may not be separated

from, ownership of a least one lot. Membership may not be transferred except by transfer of record title to such lot.

2. MEMBERSHIP MEETINGS:

The annual Membership meeting of the Association shall be held in February of each year. The Secretary shall cause to be delivered to every Member in good standing at his or her address as it appears on the Membership roll book of the Association, a notice stating the time and place of the annual meeting. The notice shall be delivered to all Members not less than fifteen (15) or more than forty-five (45) days prior to said meeting.

Regular meetings of the Association shall be held at the time and place designated in the notice of said meetings.

The presence at any Membership meeting of not less than thirty percent (30%) of the 32 voting Lot owners shall constitute a quorum and shall be necessary to conduct the business of the Association; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the Bylaws, and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those Members who were not present at the meeting originally called. A quorum as hereinabove set forth shall be required at any adjourned meeting.

A Membership roll showing the list of Members as of the record date, certified by the Secretary of the Association, shall be produced at any meeting of the Members upon at least ten (10) days' written request by any Member prior to such meeting. All persons appearing on such Membership roll, appearing or by proxy, shall be entitled to one vote for each Lot owned by them at the meeting.

3. SPECIAL MEETINGS:

Special meetings of the Association may be called by the Directors. The Secretary shall cause a notice of such meeting to be delivered to all Members at their addresses as they appear in the Membership roll book at least fifteen (15) days, but no more than forty-five (45) days, before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom the meeting was called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. ACTION BY MEMBERS WITHOUT A MEETING: (See Florida Statutes Title XL, Section 720.303)

Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent setting forth the action so taken, signed by all Members entitled to vote thereon.

5. PROXIES: (See Florida Statutes Title XL, Section 720.303)

Every Member entitled to vote at a meeting of Members, or express consent or dissent with or without a meeting, may authorize another person or persons to act for him by proxy.

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 ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the discretion of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

No Member may hold more than five (5) proxies.

6. ORDER OF BUSINESS:

The order of business at all meetings of Members shall be as follows:

1. Roll call
2. Reading of the Minutes of the preceding meeting
3. Comments/Announcements
4. Reports of officers
5. Reports of committees
6. Unfinished business
7. New business
8. Adjournments

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION:

The Association shall be managed by the Board of Directors, which shall consist of not less than three (3) Directors. Each Director shall be at least nineteen (19) years of age.

2. ELECTION AND TERM OF DIRECTORS:

At each annual meeting of the Members, the Members shall elect Directors to hold office until the next annual meeting. Each Director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

To be elected to the Board of Directors, a Member does not have to be present at the meeting, but must submit in writing their willingness to serve on the Board.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS:

The number of Directors may be increased or decreased by vote of the Members or by a vote of a majority of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES:

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the Articles of Incorporation. Vacancies occurring by reason of the removal of Directors

without cause shall be filled by vote of the Members. A Director elected by the Board to fill a vacancy caused by resignation, death, or removal shall hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS:

Any or all of the Directors may be removed for cause by vote of the Members or by action of the Board. Directors may be removed without cause only by vote of the Members.

6. RESIGNATION:

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS:

A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF BOARD:

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS:

The Board may hold its meetings at the office of the Association or at such other places, within the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING:

A regular annual meeting of the Board shall be held immediately following the annual meeting of Members at the place of such annual meeting of Members.

11: NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT:

Regular meetings of the Board may be held with at least forty-eight (48) hours' notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days' notice to each Director either personally, by mail, or by email. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were

absent at the time of the adjournment, and unless such date and time are announced at the meeting, to the other Directors.

12: CHAIRMAN:

At all meetings of the Board, the President, or in his absence, a Chairman chosen by the Board shall preside.

13: EXECUTIVE AND OTHER COMMITTEES:

The Board, by resolution adopted by a majority of the entire Board, may designate from among its Members an executive committee and other committees, each consisting of one or more Directors. Each such committee shall serve at the discretion of the Board.

14. RECORDS RETENTION:

Association records shall be maintained in accordance with Florida Statute Title XL, Section 720.303.

ARTICLE V – OFFICERS

1. OFFICES, ELECTION, TERM:

Unless otherwise provided for in the Articles of Incorporation, the Board may elect or appoint a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board following the annual meeting of the Members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION:

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

3. PRESIDENT:

The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the Members and of the Board, have the general management of the affairs of the Association, and see that all orders and resolutions of the Board are carried into effect.

4. VICE PRESIDENTS:

During the absence or disability of the President, the Vice President, or if there are more than one, the Executive Vice President, shall have all the powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

5. TREASURER:

The Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit said funds in the name of the Association in such bank or trust company as the Directors may elect. He shall, when duly authorized by the Board, sign and execute all contracts in the name of the Association, when countersigned by the President. He shall also sign all checks, drafts, notes and orders for the payment of money. He shall issue valid payments and obtain Presidential review of invoices and receipts within the limits (as consistent with budget) and the time period approved by the Board. He shall at all reasonable times exhibit the books and accounts to any Director or Member of the Association upon application at the office of the Association during ordinary business hours. At the end of each corporate year, the Association shall conduct an audit of the accounts of the Association by a committee appointed by the President. A written audit shall be presented at the annual meeting of the Members, at which time the Treasurer shall also present an annual report setting forth in full the financial conditions of the Association.

6: ASSISTANT TREASURER:

During the absence or disability of the Treasurer, the Assistant Treasurer, or if there are more than one, the one so designated by the Secretary or by the Board, shall have the powers and functions of the Treasurer.

7. SECRETARY:

The Secretary shall keep the minutes of the Board meetings and also the minutes of the Membership meetings. He shall attend to the giving and serving of all notices of the Association and have charge of such books and papers as the Board may direct. He shall attend to such correspondence as may be assigned to him and perform all the duties incidental to the office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are Members of the Association, showing their places of residence and the time when they became Members.

8. ASSISTANT SECRETARIES:

During the absence or disability of the Secretary, the assistant Secretary, or if there are more than one, the one so designated by the Secretary or the Board, shall have all the powers and functions of the Secretary.

9. SURETIES AND BONDS:

In case the Board shall so require, any officer or agent of the Association shall execute to the Association a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Association, and including responsibility for negligence and for the accounting for all property, funds or securities of the Association which may come into his hands.

ARTICLE VI – CONSTRUCTION

In the event of a conflict between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles of Incorporation shall govern.

ARTICLE VII – AMENDMENTS

The Bylaws may be adopted, amended or repealed by the Members at the time they are entitled to vote in the election of the Directors. Bylaws may also be adopted, amended or repealed by the Board, but any bylaw adopted, amended or repealed by the Board may be amended by the Members entitled to vote thereon as hereinbefore provided.

If any bylaw regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of Members for the election of Directors by bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

APPROVED AND DECLARED AS THE BYLAWS OF LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC.

Dated this 23rd of February, 2013.

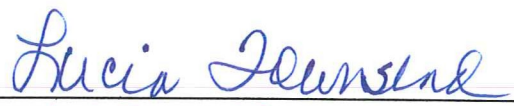
LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC.

By: _____


Peggy Malone, President

ATTESTED:

By: _____


Lucia Townsend, Secretary