

BY-LAWS
OF
ASSOCIATION OF ROLLING RIVER OWNERS, INC.

SECTION 1. NAME AND LOCATION

These are the By-Laws of the ASSOCIATION OF ROLLING RIVER OWNERS, INC. (the "Association") as duly adopted by its Board of Directors (the "Board"). The Association is a not-for-profit corporation organized pursuant to Chapter 617, Florida Statutes.

1.1 The office of the Association shall be for the present at 6274 Cranberry Lane East, Jacksonville, Florida 32244, and thereafter may be located at any place in Jacksonville, Florida (the "City") designated by the Board.

1.2 The fiscal year of the Association shall be the calendar year.

1.3 The seal of the corporation shall bear the name of the corporation, the word "Florida" and the words "Corporation Not-For-Profit".

SECTION 2. EXPLANATION OF TERMINOLOGY

The terms defined in the Master Declaration [referred to as such in the Articles of Incorporation of the Association (the "Articles")] are incorporated herein by reference. Further, the terms defined in the Articles are also incorporated herein by reference.

SECTION 3. MEMBERSHIP: MEMBERS MEETINGS: VOTING AND PROXIES

3.1 The qualification of Members, the manner of their admission to membership in the Association and the termination of such membership, the Classes of Members and the voting by Members shall be as set forth in Article V of the Articles.

3.2 The Members shall meet annually (the "Annual Members Meeting"). The Annual Members Meeting shall be held at the office of the Association or at such other place in the City as the Board may determine and designate in the notice of such meeting at 7:00 o'clock P.M. Eastern Standard Time, on the 2nd Tuesday in the month of October, of each year commencing with the year 1990; provided, however, that if that day is a legal holiday, then the meeting shall be held at the same hour on the next succeeding Tuesday which is not a legal holiday. The purpose of the Annual Members Meeting shall be to hear reports of the officers, elect members of the Board and transact any other business authorized to be transacted at such Annual Members Meeting.

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3.3 Special Meetings of the Membership shall be held at any place within the City whenever called by the President or Vice President or by a majority of the Board. After the Transfer Date a special meeting must be called by such President or Vice President upon receipt of a written request from at least those Class A Members entitled to cast one-third (1/3) of the votes of all Class A Members or at least those Class C Members entitled to cast at least one-third of the votes of all the Class C Members.

3.4 A written notice of all Members meetings (whether the Annual Members Meeting or Special Meetings ("Meetings")) shall be given to each Member at his last known address as it appears on the books of the Association and shall be mailed to the said address not less than fourteen (14) days nor more than thirty (30) days prior to the date of the Meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Any notice given hereunder shall state the time and place of the Meeting and the purposes for which the Meeting is called. The notice of all Annual Members Meetings shall, in addition, specify the number of Directors to be elected or appointed by the Class B Members or the Class A and Class C Members, as the case may be. All notices shall be signed by an officer of the Association. Any provisions to the contrary notwithstanding, notices of any meeting may be waived by a Member before, during or after such meeting, by signing a document setting forth the waiver of written notice.

3.5 Prior to the Transfer Date the Class B and/or Class C Members may act by written response in lieu of a Meeting provided written notice of the matter or matters to be agreed upon is given to the other Members, at the addresses and within the time periods set forth in Section 3.4 herein or duly waived in accordance with such Section. Unless some greater number is required under the Rolling River Documents and except as to the election of Directors by Class the decision of the majority of the votes of the Members present in person or by proxy, as to the matter or matters to be agreed or voted upon by them shall be binding, provided a quorum of the votes of all Members is present as provided in Section 3.6(a) and (b) hereof. The notice shall set forth a time period during which time a written response must be made by a Member.

3.6 (a) A quorum of the Membership shall consist of persons entitled to cast, either in person or by proxy, a majority of the votes of all of the Membership.

(b) Any Class A or Class C Members may join in the action of any meeting of Members by signing and concurring in the minutes thereof and such a signing shall constitute the presence of such parties for the purpose of determining a quorum. When a quorum is present at any meeting and a question which raises the jurisdiction of such meeting is presented, the holders of a majority of the voting rights present in person or represented by written proxy shall be required to decide the question. However, if the question is one upon which an express provision of the Rolling River Documents requires a vote other than the majority vote of a quorum, then such express provision shall govern and control the required vote on the decision of such question.

3.7 At any Annual Members Meeting when Directors are to be elected, written ballots are to be supplied to Members who are entitled to vote for such purposes. At any Annual Members Meeting at which Directors are to be elected by the Class A and Class C Members, the Board shall appoint an Election Committee consisting of two (2) Members of the Board and one (1) officer of the Association to supervise the election, prepare ballots, count and verify ballots and proxies, disqualify votes if such disqualification is justified under the circumstances and to certify the results of the election of the Board. This Committee shall be able to determine questions within its jurisdiction by majority vote of all three (3) Members.

3.8 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 until a quorum is present. In the case of the meeting being so postponed, the notice provisions for the adjournment shall be determined by the Board.

3.9 Minutes of all meetings shall be kept in a businesslike manner and be available for inspection by the Members and Directors at all reasonable times.

3.10 Voting rights of Members shall be as stated in the Articles except that in the event any Class C member shall be allocated a fractional vote, said Class C member may be permitted to vote that member's fractional vote. Votes may be cast in person or by proxy. "Proxy" is defined to mean an instrument containing the appointment of a person who is substituted in the place and stead of the person entitled to vote. Proxies shall be in writing signed by the person giving the same and shall be valid only for the particular meeting designated therein and any adjournments thereof if so stated in the proxy. A proxy must be filed with the Secretary before the appointed time of the meeting to be effective. Any proxy may be revoked prior to the time a vote is cast according to such proxy.

3.11 At any time prior to a vote upon any matter at a meeting of Members, any Member present at the Meeting may demand the use of a secret written ballot for the voting of such matter. The presiding officer (the "Chairman") of the meeting shall call for nominations for Inspectors of Election to collect and tally written ballots upon the completion of balloting upon the subject matter.

SECTION 4. BOARD OF DIRECTORS; DIRECTORS MEETINGS

4.1 The business and administration of the Association shall be by its Board of Directors.

4.2 The election shall be conducted in accordance with the Articles and these By-Laws.

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4.3 (a) Any person chosen as a Director shall have all the rights, privileges, duties and obligations of a Director of the Association and shall serve for a term prescribed in Section 4.3(b) of these By-Laws.

(b) Except as otherwise provided in the Articles the term of a Director's service shall extend until the next Annual Members Meeting, and thereafter until his successor is duly elected and qualified or until he resigns or is removed in the manner elsewhere provided.

4.4 The organizational meeting of a newly elected Board shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected. No further notice of the organizational meeting shall be necessary.

4.5 Regular meetings of the Board may be held at such times and places as shall be determined from time to time by a majority of Directors. Special meetings of the Board may be called at the discretion of the President or the Vice President. Special meetings must be called by the Secretary at the written request of at least one-third (1/3) of the Directors. Such special meeting may be at the time and place determined by the Directors requesting such meeting.

4.6 Notice of the time and place of regular and special meetings of the Board, or adjournments thereof, shall be given to each Director personally or by mail, telephone or telegraph at least three (3) days prior to the day named for such meeting unless such notice is waived before, during or after such meeting and such waiver shall be deemed equivalent to the receipt of notice by such Director.

4.7 A quorum of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. A Director may join in the action of a meeting of the Board by signing the minutes thereof, and such signing shall constitute the presence of such Director for the purpose of determining a quorum. Matters approved by a majority of the Directors present at a meeting at which a quorum is present shall constitute the official acts of the Board, except as specifically otherwise provided by law, in the Articles or elsewhere herein. If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, notice to the Directors of such adjournment shall be determined by the Board.

4.8 The presiding officer at all Board meetings shall be the President. In the absence of the President, the Directors present shall designate any one of their number to preside.

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4.9 There shall be no Director's fee paid for services rendered as a Director; however, the foregoing shall not limit the right of a Director to be compensated for services rendered in another capacity.

4.10 Minutes of all meetings of the Board shall be kept in a businesslike manner and shall be available for inspection by Members and Directors at all reasonable times.

4.11 At such time as the Board shall have five (5) or more Directors the Board shall have the power to appoint an Executive Committee of the Board consisting of not less than three (3) Directors. An Executive Committee shall have and exercise such powers of the Board as may be delegated to such Executive Committee by the Board including all of the powers of the Board.

4.12 Meetings of the Board may be open to all Members on such terms as the Board may determine. The Board may also hold closed meetings.

4.13 Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of Directors.

SECTION 5. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

All of the powers and duties of the Association shall be exercised by the Board. Such powers and duties of the Board shall include but not be limited to all powers and duties set forth in the Rolling River Documents, as well as all of the powers and duties of a director of a corporation not-for-profit.

SECTION 6. OFFICERS OF THE ASSOCIATION

6.1 Executive officers of the Association shall be the President, who shall be a Director, the Vice President, a Treasurer, and a Secretary all of whom shall be elected annually by the Board. Any officer may be removed without cause from office by vote of the Directors at any meeting of the Board. The Board may, from time to time, elect such other officers and assistant officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. One person may hold two or more offices simultaneously except where the functions of such offices are incompatible but no person shall hold the office of President and any of the following simultaneously: Vice President, Secretary, Assistant Secretary.

6.2 The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of the President of any association or a corporation not-for-profit including, but not limited to, the power to

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appoint such committees (except an Executive Committee) at such times from among the Directors or Members as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. The President shall preside at all meetings of the Board.

6.3 In the absence or disability of the President, a Vice President shall exercise the powers and perform the duties of the President. The Vice President(s) shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board. In the event there shall be more than one Vice President elected by the Board, then they shall be designated "First", "Second", etc., and shall exercise the powers and perform the duties of the Vice Presidency in such order.

6.4 The Secretary shall keep the minutes of all meetings of the Board and the Members, which minutes shall be kept in a businesslike manner and be available for inspection by Members and Directors at all reasonable times. He shall have custody of the seal of the Association and affix the same to instruments requiring such seal when duly authorized and directed to do so. He shall be custodian for the corporate records of the Association, except those of the Treasurer, and shall perform all of the duties incident to the office of Secretary of the Association as may be required by the Board or the President. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent and shall assist the Secretary under the supervision of the Secretary.

6.5 The Treasurer shall have custody of all of the monies of the Association, including funds, securities and evidence of indebtedness. He shall keep the assessment rolls and accounts of the Members and shall keep the books of the Association in accordance with good accounting practices and he shall perform all of the duties incident to the office of Treasurer. The Assistant Treasurer, if any, shall perform the duties of the Treasurer when the Treasurer is absent and shall assist the Treasurer under the supervision of the Treasurer.

6.6 The compensation, if any, of the employees of the Association (who may be an officer or Director) shall be fixed by the Board. This provision shall not preclude the Board from hiring a Director as an employee of the Association or preclude the contracting with a Director or a party affiliated with a Director for the management or performance of contract services for all or any part of the Association.

SECTION 7. ACCOUNT RECORDS; FISCAL MANAGEMENT

7.1 The Association shall use the accrual method of accounting in accordance with generally accepted accounting principles and the Association shall maintain account records in accordance with good accounting practices (except that depreciation need not be provided on fixed assets), which shall be open to inspection by Members or their authorized representatives at reasonable times, including any Institutional Mortgagees. Such authorization must be in writing, and signed by the person giving the authorization and

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dated within sixty (60) days of the date of the inspection. Such records shall include (a) a record of all receipts and expenditures; (b) an account for (i) each portion of the Residential Property until it is subdivided and thereafter for each Lot and (ii) the Commercial Property and the Median Property or portions thereof, as the case may be, which shall designate the name and address of the Owner or Commercial Titleholder, as the case may be, the amount of assessments charged to each Lot or Commercial Property, the amounts and due dates for such Assessments, the amounts paid upon the account and the balance due. Written summaries of the accounting records shall be available at least annually to the Members.

7.2 The Board shall adopt a budget of the anticipated expenses of the Association for each forthcoming fiscal year at a special meeting of the Board ("Budget meeting") called for that purpose during the first two weeks of November of each year. Prior to the Budget Meeting, a proposed budget shall be prepared by or on behalf of the Board which shall reflect the estimated Association Expenses and anticipate the income of the Association from all sources so that Association Expenses can be determined in accordance with the Rolling River Documents. The Budget shall reflect an allocation of Association Expenses. Upon the determination of the Budget and the amount of the Quarterly Assessment, copies shall be mailed to all Members on or before December 31 of each year commencing with the 1990 calendar year.

7.3 In administering the finances of the Association, the following procedures shall govern; (i) the fiscal year shall be the calendar year; (ii) any monies received by the Association in any calendar year may be used by the Association to pay expenses incurred in the same calendar year; (iii) there shall be apportioned between calendar years on a pro rata basis any expenses which are prepaid in any one calendar year for Association Expenses which cover more than such calendar year; (iv) assessments shall be made quarterly in amounts no less than are required to provide funds in advance for payment of all of the anticipated current Association Expenses; (v) items of Association Expenses incurred in a calendar year shall be charged against income for the same calendar year regardless of when the bill for such expenses is received. Notwithstanding the foregoing, the assessments of Association Expenses, and any periodic installments thereof, shall be of sufficient magnitude to insure an adequacy and availability of cash to meet all budgeted expenses in any calendar year as such expenses are incurred in accordance with the accrual basis method of accounting. The accrual basis method of accounting shall conform to generally accepted accounting standards and principles but such method of accounting shall not preclude cash on hand in the Association from being carried over from year to year.

7.4 Quarterly Assessments shall be payable on the first day of each January, April, July and October.

7.5 No Board shall be required to anticipate revenue from assessments or expend funds to pay for Association Expenses not budgeted or which shall exceed budgeted items, and no Board is required to engage in deficit spending. Should there exist any deficiency

which results from there being greater Association Expenses than monies from Quarterly Assessments and all other sources, then such deficits shall be carried into the next succeeding year's budget as a deficiency or shall be the subject of a special assessment to be levied by the Board.

7.6 The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board in which the monies of the Association shall be deposited, provided that the deposits thereof are insured by an agency of the federal government. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Board. The Board may require two signatures on checks.

7.7 A report of the accounts of the Association shall be made annually by an auditor, accountant, or Certified Public Accountant (who may be an affiliate of the Developer) and a copy of the report shall be furnished to each Member no later than the first day of April of the year following the year for which the report is made. The report shall be deemed to be furnished to the Member upon its delivery or mailing to the Member at his or its last known address shown on the books and records of the Association.

SECTION 8. PARLIAMENTARY RULES

The then latest edition of "Robert's Rules of Order" shall govern the conduct of meetings of all Members of the Association and the Board provided, however, if such rules or order are in conflict with any of the Rolling River Documents, Robert Rules of Order shall yield to the provision of such instrument.

SECTION 9. AMENDMENT OF THE BY-LAWS

9.1 These By-Laws may be amended by that Class or Classes of Members then entitled to vote for Directors at an Annual Members meeting of the Membership and by the Board at a regular or special meeting of the Board as more particularly described below.

9.2 An amendment may be first considered by either the Membership or the Board and notice of the subject matter of the proposed amendment shall be set forth in the notice of the meeting (whether of the Membership or the Board) at which such proposed amendment shall be considered. Upon approval of a proposed amendment by either the Membership or the Board, such proposed amendment shall be submitted for approval to the other of said bodies. Approval by the Members must be by a vote of at least a majority of the Membership entitled to vote present at a meeting of the Membership at which a quorum of membership entitled to vote is present and approval by the Board must be by at least a majority of the Directors present at a meeting of the Directors at which a quorum is present.

9.3 Notwithstanding any provision of this Section 9 to the contrary, these By-Laws shall not be amended in any manner which shall amend, modify or affect any provision,

term, condition, right, duty or obligation set forth in any other ~~OFFICIAL RECORDS~~ Documents, as the same may be amended from time to time in accordance with the provisions thereof, including, without limitation, any rights of Developer or of an Institutional Mortgagee, as defined in the Master Declaration, without the prior written consent thereto by Developer or Institutional Mortgagee, as the case may be.

9.4 Any instrument amending the By-Laws shall identify the particular Section or Sections being amended and give the exact language of such amendment. A certified copy of each such amendment shall be recorded amongst the Public Records of the County of Duval.

Dated: Jacksonville, Florida
As of January, 1991

91-0044161
FILED AND RECORDED
IN PUBLIC RECORDS
OF DUVAL COUNTY FLA

91 MAY -3 PM 4: 57
RECORD VERIFIED
James P. [Signature]
CLERK OF CIRCUIT COURT