

EXHIBIT "C"
BYLAWS

BY-LAWS
OF
Caroline's Court Homeowners Association, Inc.

A corporation not for profit
under the laws of the State of Florida

Section 1. Purpose. These are the By-Laws of **Caroline's Court Homeowners Association, Inc.** (the "Association"), a corporation not for profit under the laws of the State of Florida. The Association has been organized for the purpose of:

(a) Providing for the operation, management, maintenance, control and administration of Caroline's Court; and

(b) Providing an entity to operate, manage, maintain, control and administer the real property together with the recreational, green space, ingress and egress, parking and related amenities as may be from time to time constructed thereon.

Section 2. Offices. The office of the Association shall be at 7563 Philips Hwy., Suite 208, Jacksonville, FL 32256 or at such other place as the Board of Directors may from time to time designate..

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 4. Seal. The seal of the corporation shall bear the name of the Association, the word "Florida" and the words "corporation not for profit," and the year of incorporation, "2023".

Section 5. Members' Meetings. The annual members' meeting shall be held each year at such place within Duval County, Florida, within one (1) year from the date of incorporation of the Association or not later than thirty (30) days after twenty percent (20%) of the lots have been sold, whichever occurs first. Subsequent annual meetings of members shall be held on a date and time to be chosen by the board thereafter.

Section 6. Special Meetings of Members. Unless otherwise provided for herein, special meetings of the members shall be held when called by the President or by a majority of the board of directors of the Association (the "Board of Directors"), and must be called by such officers upon receipt of written request from members holding one-fourth (1/4) of the voting interests of members.

Section 7. Notice of Member Meetings. Unless otherwise provided for herein, notice of all members' meetings stating the time and place and identifying each agenda item, the objects for which the meeting is called, shall be given by the President or Vice President unless waived in writing. Such notice shall be posted at a conspicuous place designated by the Board of Directors on the property at

least fourteen (14) continuous days prior to the meeting and shall be in writing to each member at his/her address as it appears on the books of the Association, and shall be mailed not less than ten (10) days no more than fifty (50) days prior to the date of the meeting.

Section 8. Quorum. A presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration of Covenants and Restrictions Owners' Association, Inc. (the "Declaration"), the Articles of Incorporation of the Owners' Association, Inc. (the "Articles"), or these By-Laws.

Section 9. Member's Vote. At any meeting of the members, the owner or owners of each lot shall be entitled to cast one (1) vote for the lot. An owner holding title to more than one (1) lot shall be entitled to cast one (1) vote for each lot.

Section 10. Multiple Ownership. If a lot is owned by one (1) person or entity, the right to vote on behalf of such lot shall be established by the record title to the lot. If a lot is owned by more than one (1) person, the person or entity entitled to cast the vote for the lot shall be designated by a voting certificate signed by all of the record owners of the lot and filed with the Secretary of the Association. If a lot is owned by a corporation, the person entitled to cast the vote for the lot shall be designated by a certificate signed by the President and attested by the Secretary of the corporation and filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or a change in the ownership of the lot concerned. No certificate shall be required for a lot owned by a husband and wife, and either may cast the vote for a lot; however, if a dispute exists as to which may cast the vote for a lot, the vote for that lot shall not be counted. If such certificate is not on file, the vote of such lot shall not be considered in determining the requirement for a quorum nor for any other purpose.

Section 11. Proxies. Votes may be cast in person or by proxy, subject to the following provisions. A proxy may be made or revoked by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and any lawfully-adjourned meeting thereafter, and must be filed in writing with the Secretary of the Association before the appointed time of the meeting or any adjournment of the meeting, provided that in no event shall a proxy be valid for a period of ninety (90) days after the date of the first meeting for which it was given.

Section 12. Lack of Quorum. If any meeting of members cannot be organized because a quorum is not present, the voting interests who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

Section 13. Order of Business. The order of business at annual meetings and as far as practical at other members' meetings shall be:

- (a) Election of chairman of meeting;
- (b) Call of the roll and certification of proxies and ballots;
- (c) Proof of notice of meeting or waiver of notice;
- (d) Reading and disposal of any unapproved minutes;
- (e) Election of inspectors of an election;
- (f) Election of directors;
- (g) Report of officers;
- (h) Report of committees;
- (i) Unfinished business;
- (j) New business; and

(k) Adjournment.

Section 14. Conduct of Meetings. Owners shall have the right to participate in meetings of Owners with reference to all designated agenda items. However, the Association may adapt reasonable rules governing the frequency, duration and manner of owner participation. Any Owner may tape record or videotape a meeting of the Owners.

Section 15. Number of Directors. The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than five (5) directors, and for the first twenty-four (24) months following the filing of the Declaration, need not be members of the Association. In the event there are less than three (3) candidates, the Board of Directors shall appoint a person to fill each vacancy necessary to comply with these By-Laws and Chapter 617, *Florida Statutes*.

Section 16. Election of Directors. Elections of directors shall be conducted in the following manner:

- (a) The election of directors shall be held at the annual members' meeting.
- (b) In accordance with Section 15 above, any owner or other eligible person may serve as a director.
- (c) Nominations shall be taken from the floor at any meeting at which a director is to be elected.
- (d) The election shall be by secret ballot. The owner of each lot shall be entitled to cast a vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- (e) Notwithstanding the provisions of this paragraph, an election and balloting is not required unless more candidates file notices of intent to run or are nominated than vacancies exist on the Board of Directors.

Section 17. Director's Term. The term of each director's service shall be two (2) years ending on the date of the annual meeting of the members held during the year following his or her election or subsequently until his or her successor is duly elected and qualified.

Section 18. Director's Organizational Meeting. The organizational meeting of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be affixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary. The officers of the Board of Directors shall be elected at the organizational meeting, except for vacancies occurring during the term of their office.

Section 19. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day that is not a legal holiday.

Section 20. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the directors. Not less than three (3) days' notice of the meeting shall be given to

each director personally or by mail, telephone, telegraph or facsimile transmission, which notice shall state the time, place and purpose of the meeting.

Section 21. Notice of Regular Meetings of the Board of Directors. Notice of all regular Board of Directors' meetings shall be posted in a conspicuous place on the Association property at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted, notice of each board meeting must be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency.

Section 22. Open Meetings and Records. Meetings of the Board of Directors and any committee thereof at which a quorum of the members of that committee is present, shall be open to all owners except for meetings between the Board of Directors and its attorney with respect to proposed or pending litigation where the contents of discussion would otherwise be governed by attorney-client privilege. Minutes of all meetings of the members or the Board of Directors shall be kept in a book available for inspection by owners or their authorized representatives and board members at any reasonable time. Said minutes shall be retained for a period of not less than seven (7) years.

Section 23. Waiver of Notice. Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

Section 24. Quorum for Directors' Meetings. A quorum at directors' meetings shall consist of a majority of the Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors.

Section 25. Adjourned Meetings. If, at any meeting of the Board of Directors, there is 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 adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 26. Director Action.

(a) **Joinder in Meeting by Approval of Minutes.** The joinder of a director in the action of the Board of Directors at a meeting by signing or otherwise concurring in the minutes of that meeting shall constitute the presence of such director at such meeting; however, it shall not constitute the presence of such director for the purpose of determining a quorum.

(b) **Presumption of Consent.** A director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest. Directors may not vote by proxy or by secret ballot at Board of Directors' meetings. A vote or abstention for each member present shall be recorded in the minutes.

Section 27. Presiding Officer. The presiding officer of directors' meetings shall be the chairman of the Board of Directors if such an officer has been elected; but if not, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

Section 28. Order of Business. The order of business at a directors' meeting shall be:

- (a) Calling of roll;
- (b) Proof of due notice of meeting;
- (c) Reading and disposal of any unapproved minutes;
- (d) Report of officers and committees;

- (e) Unfinished business;
- (f) New business; and
- (g) Adjournment.

Section 29. Directors Compensation. No director shall receive compensation for any service rendered to the Association in their capacity solely as a director. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

Section 30. Powers and Duties of the Board of Directors. All of the powers and duties of the Association existing under the Declaration, the Articles and these By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to the approval by the voting interests of the Association on matters for which such approval is specifically required.

Section 31. Officers. The executive officers of the Association shall be a President (who shall be a director), a Vice President, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be necessary or convenient to manage the affairs of the Association.

Section 32. President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties usually vested in the office of President of an Association, including but not limited to, the power to appoint committees from among the members from time to time, as he, in his discretion, may determine appropriate, to assist in the conduct of the affairs of the Association.

Section 33. Vice President. The Vice President shall assume the powers and duties of the President if the President is unable to do so. He shall have all of the powers and duties usually vested in the office of Vice President of an Association, including but not limited to, ensuring order is maintained during meetings and parliamentary procedures, ensuring a smooth flow of business and serving as an informed source about association rules, By-Laws and governing documents.

Section 24. Secretary. The Secretary shall keep the minutes of all proceedings of the directors and the members in a businesslike manner and available for inspection by lot owners and directors at all reasonable times. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the directors or the President.

Section 35. Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He shall keep the books of the Association in accordance with good accounting practices; he shall submit treasurer's reports to the Board of Directors at reasonable intervals; he shall make the treasurer's records available for inspection by directors or members at reasonable times; and he shall perform all other duties incident to the office of Treasurer.

Section 36. Officer Compensation. The compensation of all officers and employees of the Association shall be fixed by the Board of Directors. The provision that directors' fees shall be determined by the majority of voting interests of the Association shall not preclude the Board of Directors from employing a director as an employee of the Association.

Section 37. Adoption of Budget. A copy of the proposed annual budget of common expenses shall be mailed to the owners not less than fourteen (14) days prior to the meeting at which the budget will be considered, together with a notice of that meeting. The owners shall be given written notice of the time and place at which such meeting of the Board of Directors to consider the budget shall be held, and such meeting shall be open to the owners. If any adopted budget requires assessment against the lot owners in any fiscal or calendar year exceeding one-hundred fifteen per cent (115%) of the assessments for the preceding year, the Board of Directors, upon written application to the Board of Directors of sixty-six per cent (66%) of the voting interests of the Association, shall call a special meeting of the owners within thirty (30) days, upon not less than ten (10) days written notice to each owner. At the special meeting, owners shall consider and enact a budget upon the vote of two-thirds (2/3) of the voting interests.

In any event, the Board of Directors may propose a budget to the owners at a meeting of the members or in writing; and if the budget or proposed budget is approved by the voting interests attending the meeting or by a majority of all voting interests in writing, the budget shall be adopted. If a meeting of the owners has been called and a quorum is not attained or a substitute budget is not adopted by the lot owners, the budget adopted by the Board of Directors shall go into effect as scheduled.

Section 38. Assessments. The Board of Directors shall make assessments against each lot for its share of the items of the budget in an amount not less than required to provide funds in advance for payment of all the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred. The assessments shall be made for the fiscal year annually thirty (30) days in advance and shall be due in equal, quarterly installments on the first day of each month of each quarter of the year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment, and quarterly installments of such assessments shall be due on the first day of each month of each quarter of the year until changed by an amended assessment. Written notice of each assessment to every owner subject thereto shall be given at least thirty (30) days in advance of annual assessment period. In the event the annual assessment shall be insufficient in the judgment of the Board of Directors, the Board of Directors shall amend the budget and shall make amended assessments for the balance of the year in sufficient amounts to meet the expenses for the year; provided, however, that any account of the amended budget that exceeds the limit upon increases for the year shall be subject to approval of the membership of the Association as previously required in these By-Laws. If an assessment should become delinquent, such assessment will bear interest from the date of delinquency at a rate of eighteen percent (18%) per annum.

Section 39. Right to File Lien and Foreclosure. The Board of Directors shall have the right to file a lien against an individual lot owner when assessments for said lot are not paid within forty-five (45) days of their due date. The Board of Directors shall have the right to foreclose the lien against any property for which assessments are not paid within forty-five (45) days after the filing of the lien, or bring an action at law against the lot owner personally obligated to pay the same.

Section 40. Depository. The depository of the Association shall be such bank or banks as shall

be designated from time to time by the Board of Directors. The monies from such accounts shall be withdrawn only by checks signed by such persons as are authorized by the directors.

Section 41. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Florida Not For Profit Corporation Act, the Declaration, the Articles or these By-Laws.

Section 42. Official Records.

(a) The Association shall maintain a copy of each of the following, where applicable, which shall constitute the official records of the Association.

(i) Copies of all 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.

(iii) A copy of the Articles of the Association and each amendment thereto.

(iv) A copy of the Declaration and of each amendment thereto.

(v) A copy of the current rules of the Association.

(vi) 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.

(vii) A current roster of all members and their mailing addresses and parcel identifications.

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

(ix) 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.

(x) 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. The financial and accounting records must include following records.

1. Accurate, itemized and detailed records of all receipts and expenditures.
2. All tax returns, financial statements, and financial reports of the Association.
3. Any other records that identify, measure, record, communicate

financial information.

(b) The official records of the Association shall be maintained within the state. The records of the Association shall be made available to a lot owner within ten (10) working days after receipt of written request by the Board of Directors or its designee. This paragraph may be complied with by having a copy of the official records of the Association available for inspection or copying on the Association property.

(c) The official records of the Association are open to inspection by any Association member or the authorized representative of such member at all reasonable times. The right to inspect the records includes the right to make or obtain copies at the reasonable expense, if any, of the Association member. The Association may adopt reasonable rules regarding the frequency, time, location, notice and manner of record inspection and copying. The Association shall maintain an adequate number of copies of the Declaration, the Articles of the Association, these By-Laws, all rules, and all amendments to each of the foregoing to ensure their availability to lot owners and prospective purchasers, and may charge the actual costs for preparing and furnishing these documents to those requesting them.

(d) Notwithstanding the provisions of this paragraph, the following records shall not be accessible to lot owners:

i. A record which was prepared by an Association attorney or prepared at the attorney's express direction, which reflects a mental impression, conclusion, litigation strategy, or legal theory of the attorney or the Association, and which was prepared exclusively for civil or criminal litigation or for adversarial administrative proceedings, or which was prepared in anticipation of imminent civil or criminal litigation, or imminent adversarial administrative proceedings, until the conclusion of the litigation or adversarial administrative proceedings.

ii. Medical records of lot owners.

Section 43. Annual Financial Report. Within sixty (60) days following the end of the fiscal year of the Association, the Board of Directors shall mail or furnish by personal delivery to each lot owner a complete financial report of actual receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications, including, if applicable, but not limited to, the following:

- (a) Cost of security;
- (b) Professional and management fees and expenses;
- (c) Taxes;
- (d) Costs for recreational facilities;
- (e) Expenses for refuse collection and utility services;
- (f) Expenses for lawn care;
- (g) Costs for building maintenance and repair;
- (h) Insurance costs;
- (i) Administrative and salary expenses; and
- (j) General reserves, maintenance reserves and depreciation reserves.

Section 44. Fines. In addition to all remedies provided in the Declaration, the Articles or these By-Laws, the Board of Directors may, upon reasonable notice of not less than fourteen (14) days and

an opportunity for hearing before a committee of other lot owners established by the Board of Directors, fine and charge any offending member a sum not to exceed One Hundred Dollars (\$100.00) for each infraction of the provisions of said Declaration, Articles, and these By-Laws. However, a fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, provided that no such fine shall, in the aggregate, exceed One-Thousand Dollars (\$1,000.00).

The Notice shall include the following:

- (a) A statement of date, time and place of hearing;
- (b) A statement of provisions allegedly violated (Declaration, By-Laws, Rules);
- and
- (c) A short and plain statement of the matters asserted by the Association.

The party against whom the fine may be levied shall have an opportunity to respond, to present evidence and to provide written or oral argument on all issues involved, and shall have an opportunity at the hearing to review, challenge and respond to any material considered by the Association. The fine may only be levied if approved by the committee as specified in the Declaration.

Section 45. Amendments. In addition to any other method provided under the Declaration or the Articles, these By-Laws may be amended in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by two-thirds (2/3) of the voting interests of the Association. Directors and voting interests not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

(c) No By-Law shall be revised or amended by reference to its title or number only. Proposals to amend existing By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text and underlined, and any words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language:

“Substantial rewording of By-Law. See By-Law # for present text.”

(d) Non-material errors or omissions in the Amendment process shall not invalidate an otherwise promulgated amendment.

Section 46. Committees. The Association shall appoint an architectural review committee, as provided in the Declaration. In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

Section 47. Execution and Recording. A copy of each amendment shall be attached to or incorporated in a certificate certifying that the amendment was duly adopted as an amendment of the Declaration or By-Laws, which certificate shall be executed by an officer of the Association with the formalities of a deed. The amendment shall be valid and effective when such certificate, with a copy of the amendment attached thereto or incorporated therein, is recorded in the Public Records of Duval County, Florida. To be valid, the certificate must identify the book and page of the public records where the Declaration and any amendments thereto are recorded.

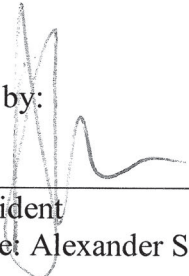
The forgoing By-Laws were adopted as the By-Laws of Caroline's Court Homeowners' Association, Inc., a corporation not for profit under the laws of the State of Florida, by the initial Board of Directors of the Association on this 1 day of February, 2024.



Title: Secretary

Print Name: Kasandra Connatser

Approved by:



Title: President

Print Name: Alexander Sifakis