

**AMENDED AND RESTATED BYLAWS  
OF  
THE CORMORANT LANDING OWNERS ASSOCIATION, INC.**

**ARTICLE I  
GENERAL**

The name of the corporation is THE CORMORANT LANDING OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 463499 State Road 200, Yulee, FL 32097; but meetings of Members and Directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

The definitions of all terms contained herein shall be the same as the definitions set forth in Article I of the Declaration of Easements, Covenants, Conditions, Restrictions and Limitations for Cormorant Landing (the "Declaration") as recorded in the public records of Duval County, Florida, and as may be amended from time to time.

**ARTICLE III  
MEETING OF MEMBERS**

**Section 1. Annual Members Meeting.** The association shall hold a meeting of its members annually, on such date, place, and hour, as shall be fixed by the Board, for the transaction of any and all proper business. The election of Directors, if one is required to be held, must be held at, or in conjunction with, the annual meeting.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of 10% of the Members who are entitled to vote. At a special meeting of the Members, the Association may only conduct that business and address those matters that were stated in the notice of the special meeting to be the purpose thereof.

**Section 3. Notice of Meetings.** Except as otherwise provided in the Declaration or these Bylaws, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, hand delivered, or electronically transmit, at least fourteen (14) days before such meeting to each Member entitled to vote at the meeting, addressed to, or hand-delivered to, the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. Any member may, in writing, waive notice of any meeting of the members, either before or after such meeting.

Waiver of notice of a meeting of the members shall be deemed the equivalent of proper notice. Attendance at a meeting by a member, whether in person or by proxy, shall be deemed waiver by such member of notice of the time, date, place and purpose thereof, unless such member specifically objects to lack of proper notice at the time the meeting is called to order.

**Section 4. Voting Rights.** The voting rights of each parcel owner and provisions for the suspension thereof shall be as set forth in the Articles of Incorporation and the Declaration.

**Section 5. Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the presiding officer shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented. Directors shall be deemed present at a meeting of the Board if a conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear and speak to each other is used.

**Section 6. Proxies.** At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary before the appointed time for such meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Parcel. General proxies may not be used for election of Directors. The proxy holder in an election of Directors does not have the authority to vote in any way other than as is indicated on the limited proxy.

**Section 7. Written Consent and Joinder.** In the event that any action is authorized to be taken by the Members at a meeting, it shall be permissible to approve such action by a written consent and joinder by the proportion of Members required to approve such action; provided, however, that notice of the Association's intent to seek written consent and joinder shall be sent to all Members in accordance with the notice provision herein.

#### **ARTICLE IV BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE**

**Section 1. Governing Body; Composition.** The affairs of the Association shall be governed by a Board of Directors. Except as provided in Section 2 of this Article, the Directors must be Owners and reside in Cormorant Landing; provided, however, no person and his or her spouse may serve on the Board or any Board appointed Committee at the same time.

**Section 2. Number.** The Board shall consist of seven (7) members.

**Section 3. Term of Office.** Directors shall be elected for three (3) year terms, maintaining staggered terms. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.

For the purpose of implementing staggered terms, if not otherwise in use, all directors shall be initially elected at the first annual meeting of this Association after the adoption of these amended Bylaws; whereupon, the terms of two (2) directors shall expire at the annual meeting of the first year following, the term of two (2) directors shall expire at the annual meeting of the second year following, and the term of three (3) directors shall expire at the annual meeting of the third year following. For the purpose of implementing this provision, at the first annual meeting following the adoption of these amended bylaws, the candidates receiving the highest number of votes shall be elected to serve the longest terms.

No Director may serve in that capacity for a period of more than two (2) consecutive terms, or six (6) consecutive years, whichever is greater. After serving for six (6) consecutive years, a director must sit out for two (2) years (or two consecutive (2) regular annual elections) prior to being eligible to serve on the board.

**Section 4. Removal.** Any Director may be removed from the Board, with or without cause, by a vote of twenty percent 20% of the eligible Members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining Directors and shall serve until the next annual meeting of the Members

**Section 5. Compensation.** No Officer, Director or Manager shall receive compensation for any service he/she may render to the Association. However, they may be reimbursed for actual expenses incurred in the performance of duties with prior approval of the Board of Directors.

**Section 6. Nomination.** At least 40 days before the scheduled election, an eligible person desiring to be a candidate for the board (even if currently serving on the Board) must give written notice to the Association of his or her intent to serve. At least 60 days before the scheduled election, the Association shall mail, deliver, or transmit to each owner entitled to a vote, a FIRST notice of the date of the election seeking nominations. Individuals may self-nominate in response to that notice. Nominations may also be made from the floor at the annual meeting.

**Section 7. Election.** The election of directors, if one is required to be held, must be held at, or in conjunction with, the annual meeting. Members may vote in person at a meeting or by ballot that the Member personally cast prior to such meeting. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Elections shall be decided by a plurality of votes cast. Cumulative voting is not permitted. There is no quorum requirement for elections, provided at least twenty percent (20%) of eligible voters must cast a ballot in order to have a valid election. Proxies may be counted towards achieving quorum. Secret ballot voting by members who are not in attendance at the annual meeting is permitted. Such ballots can be mailed to the association, dropped off at the property management office, or hand-delivered at the Annual Meeting. Such ballots must be placed in an inner envelope with no identifying markings and mailed or delivered to the association in an outer envelope bearing identifying information reflecting the name of the

member, the lot or parcel for which the vote is being cast, and the signature of the lot or parcel owner casting the ballot. If the eligibility of the member to vote is confirmed and no other ballot has been submitted for that lot or parcel, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. If more than one ballot is submitted for a lot or parcel, the ballots for that lot or parcel shall be disqualified. Any vote by-ballot received after the closing of the balloting may not be considered. If two or more candidates for the same position receive the same number of votes, which would result in one or more candidates not serving or serving a lesser period of time, the association shall, conduct a runoff election. Within 7 days of the date of the election at which the tie vote occurred, the board shall mail or personally deliver to the voters, a notice of a runoff election. The only candidates eligible for the runoff election to the board position are the runoff candidates who received the tie vote at the previous election. The notice shall inform the voters of the date scheduled for the runoff election to occur, shall include a ballot, and shall include copies of any candidate information sheets previously submitted by those candidates to the association. The runoff election must be held not less than 21 days, nor more than 30 days, after the date of the election at which the tie vote occurred.

#### **Section 8. Election Milestone Dates**

a) At least 60 days before the scheduled election, the Association shall mail, deliver, or electronically transmit, by separate association mailing, or included in another association mailing, delivery, or transmission, to each member entitled to vote a FIRST notice of date of the election. It announces the date, time and place of the election. The notice shall also inform the member of the deadlines to submit their written intent to be a candidate and to submit a candidate information sheet for inclusion with the second notice, if the member so chooses. The notice shall also provide the address to which the member can mail or hand deliver their information sheet.

b) At least 40 days before the election, a member desiring to be a candidate for the board must give written notice of his or her intent to be a candidate to the Association.

c) At least 35 days before the election, a candidate desiring to include an information sheet to be included with the ballot, must submit to the Association an information sheet, no larger than 8 ½ inches by 11 inches.

d) At least 14 days before the election, the Association shall mail, hand deliver, or electronically transmit to each member a SECOND meeting notice for the election. The second notice package shall include the written notice and meeting agenda, the ballot, limited proxy form(s), if any, and candidate information sheets, if any. Along with the second written notice, the Association shall provide a ballot envelope and outer envelope with space to include identifying information reflecting the name of the member, the lot or parcel for which the vote is being cast, and the signature of the lot or parcel owner casting the ballot.

**ARTICLE V**  
**MEETINGS OF DIRECTORS**

**Section 1. Organization Meetings.** The first meeting of the Board of Directors following each annual meeting of the membership shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board. \_

**Section 2. Regular Meetings.** Regular meetings of the Board of Directors shall be held on such date and at such place and hour as may be fixed from time to time by resolution of the Board. If 20 percent (20%) of the voting interests petition the board to address an item of business, the board at its next regularly scheduled board meeting or special meeting of the board, but not later than 60 days after the receipt of the petition, shall take the petitioned item up on an agenda.

**Section 3. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors, after no less than two (2) days notice to each Director, unless such notice is waived by all Directors. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the Director or to a Person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by e-mail. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be given at least forty eight (48) hours before the time set for the meeting.

**Section 4. Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

**Section 5. Action Taken Without a Meeting.** The Board of Directors may take any action without a meeting which it could take at a meeting by obtaining the written consent and joinder of all Directors. Any action so taken shall have the same effect as though taken at a meeting of the Directors.

**Section 6. Open Meetings.** All meetings of the board must be open to all members. The right to attend such meetings includes the right to speak with reference to all designated items. The Association may adopt written reasonable rules governing the frequency, duration, and other manner of member statements, and may include a sign-up sheet for members wishing to speak. Notwithstanding any other law, meetings between the board or a committee and the association's attorney to discuss proposed or pending litigation or meetings of the board held for the purpose of discussing personnel matters are not required to be open to the members other than directors.

**Section 7. Executive Session.** The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and orders of business of a similar nature or meetings between the association's attorney and the board to discuss proposed or pending litigation. The nature of any and all business to be considered in executive session shall first be announced in open session.

**ARTICLE VI  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have power to:

(a) adopt, publish and amend the Rules and Regulations governing the use of the Common Areas and the personal conduct of the Members and their family, tenants, guests, and invitees thereon, and to establish fines and penalties for the infraction thereof and of the provisions of the Declaration;

(b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of, these Bylaws, the Articles of Incorporation, or the Declaration;

(c) declare the seat of a Director elected by the Members to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(d) employ a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties;

(e) prepare and adopt an annual budget in which there shall be established the contribution of each Owner to the common expenses;

(f) make assessments to defray the common expenses, establish the means and methods of collecting such assessments, and establish the period of the installment payments of the annual assessment;

(g) provide for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association;

(h) designate, hire, and dismiss the personnel necessary for the operation of the Association and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

(i) collect the assessments, depositing the proceeds thereof in a bank depository which it shall approve and using the proceeds to administer the Association;

(j) open bank accounts on behalf of the Association and designate the signatories required;

(k) enforce by legal means the provisions of the Declaration, these Bylaws, and the Rules and Regulations adopted by it, and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association. Before commencing litigation against any party in the name of the association involving amounts in controversy in excess of \$100,000, the association must obtain the affirmative approval of a majority of the eligible voters at a meeting of the membership at which a quorum has been obtained;

(l) obtain and carry insurance against casualties and liabilities, as provided in the Declaration, and pay the premium cost thereof;

(m) pay the cost of all services rendered to the Association or its members which are not directly chargeable to Owners;

(n) keep books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specify the maintenance and repair expenses and any other expenses incurred;

(o) contract with any Person for the performance of various duties and functions. The Board shall have the power to enter into common management agreements with trusts, condominiums, or other associations. Any and all function of the Association shall be fully transferable by the Board, in whole or in part, to any other entity;

(p) borrow money for the purpose of repair or restoration of the Common Area and facilities without the approval of the members of the Association; provided, however, the Board shall obtain membership approval in the same manner as for special assessments, in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed Ten Thousand Dollars (\$10,000.00) outstanding debt at any one time.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by twenty percent (20%) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

**Section 3. Budget and Assessments.** The Board of Directors shall adopt an annual budget for the Association at least thirty (30) days in advance of each new fiscal year; and fix the amount of the annual assessments against each Parcel at least ten (10) days in advance of the new fiscal year;

At any time that the Board of Directors deems it necessary, the Board of Directors shall have the right and power, during any fiscal year to adopt and levy an increase to such Annual General Assessment for the purpose of meeting its expenses and operating costs on a current basis. The Board of Directors shall send written notice of each assessment to every Owner subject thereto.

## **ARTICLE VII OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association shall be a President and Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time by resolution create. The President and Treasurer shall be elected from the members of the Board of Directors.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting

of the Board of Directors following each annual meeting of the Members.

Within 90 days after being elected or appointed to the board, each director shall certify in writing to the secretary of the association that he or she has read the association's declaration of covenants, articles of incorporation, bylaws, and current written rules and policies; that he or she will work to uphold such policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the association members. Within 90 days after being elected or appointed to the board, in lieu of such written certification, the newly elected or appointed director may submit a certificate of having completed satisfactorily the education curriculum administered by a division-approved education provider within 1 year before or 90 days after the date of election or appointment.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless sooner removed or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may select such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the vacancy.

**Section 7. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8. Duties.** The duties of the officers are as follows:

**President**

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments on behalf of the Association and shall co-sign all promissory notes.

**Vice President**

(b) The Vice President shall act in the place and stead of the President in the event of his/her absence or inability to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.



**Secretary**

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

**Treasurer**

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all promissory notes of the Association; keep books of proper account; upon request of the Board of Directors, cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members. The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year.

**ARTICLE VIII  
COMMITTEES**

The Board of Directors shall appoint an Architectural and Landscape Design Board as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE IX  
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member or a Mortgagee of a Parcel. The Declaration, Articles of Incorporation and Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost. The official records shall be maintained for at least 7 years and be made available for inspection or photocopying within 45 miles of the community or within Duval County.

**ARTICLE X  
ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association certain assessments which are secured by a continuing lien upon the Parcel against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within fifteen (15) days after the due date it shall be subject to such late fee as determined by the Board of Directors from time to time. In addition, the delinquent assessment shall bear interest from the date of delinquency at a lawful rate of interest prescribed

by the Board of Directors. The Association may bring an action at law, in equity, or both, against the Owner personally obligated to pay the same and/or foreclose the lien against the Parcel as more particularly set forth in the Declaration. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Areas or abandonment of his Parcel.

#### **ARTICLE XI CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words, "The Cormorant Landing Owners Association, Inc., a not-for-profit corporation."

#### **ARTICLE XII AMENDMENTS**

**Section 1.** These Bylaws may be amended by Members at a regular or special meeting by a majority vote of the Members present in person or by proxy.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

#### **ARTICLE XIII FIDELITY BONDS**

**Section 1.** The Association is required to maintain insurance or a fidelity bond for all persons who control or disburse funds of the association in an amount to cover the maximum funds that will be in custody of the association or its management agent at any one time. The term "persons who control or disburse funds of the association" includes, but is not limited to, persons authorized to sign checks on behalf of the association, and the president, secretary, and treasurer of the Association. Any management agent that handles funds for the Association shall be covered by its own fidelity bonds. The Association shall bear the cost of any insurance or bond as a common expense. The requirement for such insurance policy or fidelity bond may be waived annually by approval of a majority of the voting interests present at a properly called meeting of the Association.

**Section 2.** Except for the fidelity bonds that a management agent obtains for its personnel, each fidelity bond shall contain waivers by the issuers of the bond of all defenses based upon the exclusion of persons serving without compensation from the definition of "employees" or similar terms or expressions. The premium on all bonds shall be paid by the Association. The bond shall provide that it cannot be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least 10 days prior written notice to the Association.

IN WITNESS WHEREOF, the undersigned, Directors of The Cormorant Landing Owners Association, Inc., have hereunto set our hands this 18<sup>th</sup> day of December, 2015.

**THE CORMORANT LANDING OWNERS  
ASSOCIATION, INC.**, a Florida not-for-profit  
corporation

By: Ken Bacon  
Print Name: Ken Bacon  
Title: President

Attested by: Robert L. Boorn, Jr.  
Print Name: ROBERT L. BOORN, JR.  
Title: Secretary

State of Florida  
County of Nassau

The foregoing instrument was acknowledged before me this  
18<sup>th</sup> day of December, 2015 by Ken Bacon as President of the  
corporation.

Christine E. Connery  
Christine E. Connery  
Notary Public



CHRISTINE E. CONNERY  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF155758  
Expires 10/1/2018

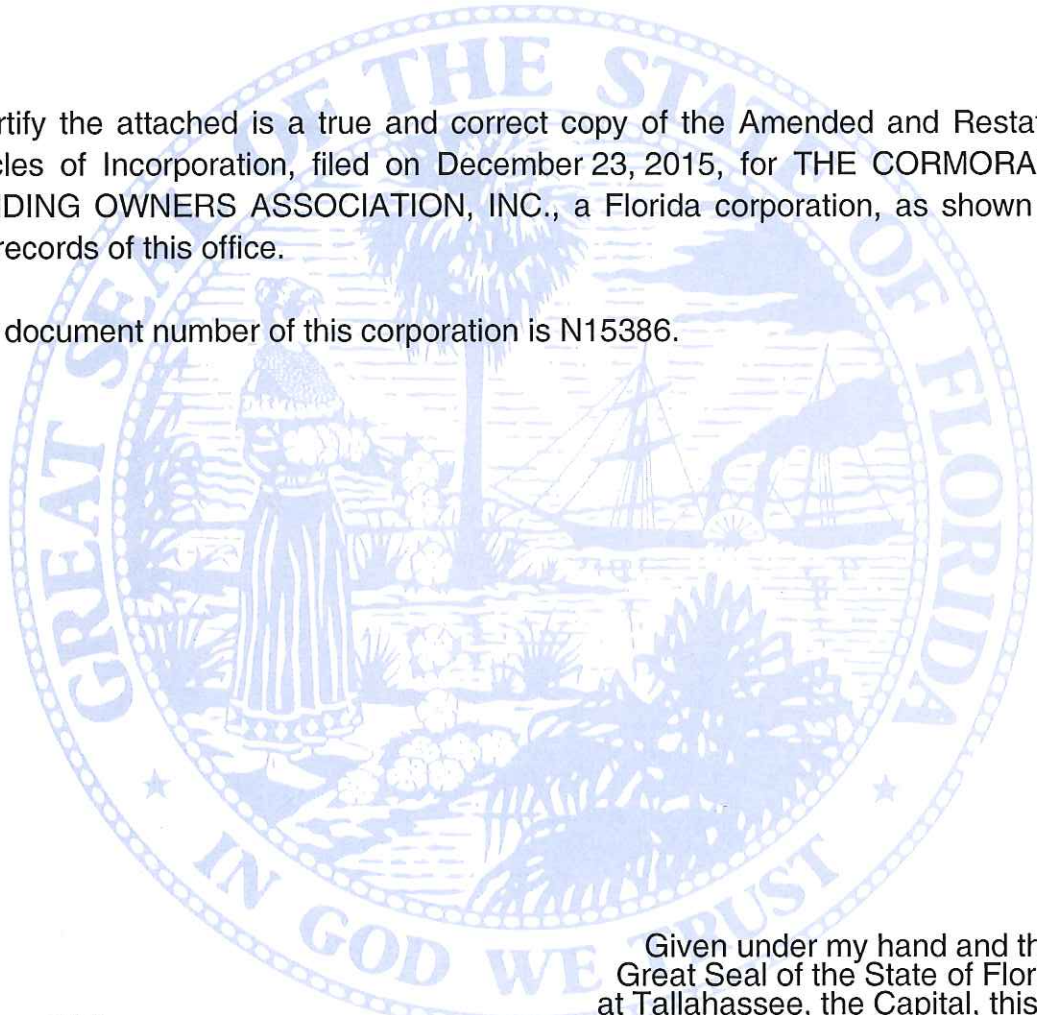
# State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on December 23, 2015, for THE CORMORANT LANDING OWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N15386.



Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Thirtieth day of December, 2015



*Ken Detzner*

Ken Detzner  
Secretary of State

FILED

2015 DEC 23 PM 1:06

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE CORMORANT LANDING OWNERS ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby file these Articles of Incorporation to form a corporation not-for-profit.

ARTICLE I  
NAME

The name of the corporation is THE CORMORANT LANDING OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." Its principal office shall be located at 463499 State Road 200, Yulee, Florida 32097, or at such other place as the Board of Directors may designate from time to time.

ARTICLE II  
PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the development within that certain tract of Property and Additional Property (hereinafter collectively referred to as the "Property") more fully described in the Declaration of Easements, Covenants, Conditions, Restrictions and Limitations for Cormorant Landing to be recorded in the public records of Duval County, Florida ("Declaration"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association by recording a Supplemental Declaration. All terms contained herein shall mean and refer to the terms as defined in the Declaration.

The Association shall:

- (a) exercise all of the powers and privileges and perform all of the duties set forth in the Declaration as may be amended from time to time, the Declaration being incorporated herein as if set forth at length;
- (b) operate without profit for the sole and exclusive benefit of its Members;
- (c) have and exercise any and all powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE III  
MEMBERSHIP

Every person or entity who is an Owner of any Parcel on the Property subject to the Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership in any Parcel.

ARTICLE IV  
VOTING RIGHTS

Members shall be all Owners, and shall be entitled to one vote for each Parcel owned, subject to the provisions of the Declaration. When more than one person holds an interest in any Parcel other than as security for the performance of an obligation, all such persons shall be Members. The vote for such Parcel shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Parcel.

ARTICLE V  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) Directors to be selected as provided in the Bylaws. The names and addresses of the persons who are to act in the capacity of Directors until the election or appointment of successors are:

NAME	ADDRESS
KEN BACON	P.O. BOX 1987 YULEE, FLORIDA 32041
JAMES BOWEN	P.O. BOX 1987 YULEE, FLORIDA 32041
ROBERT L. BOOTH, JR.	P.O. BOX 1987 YULEE, FLORIDA 32041
JARED ROLLINS	P.O. BOX 1987 YULEE, FLORIDA 32041
ALLISON HOLLANDER	P.O. BOX 1987 YULEE, FLORIDA 32041
GREGORY F. LLOYD	P.O. BOX 1987 YULEE, FLORIDA 32041

In accordance with the provisions of the Bylaws, the Members shall elect the Directors.

ARTICLE VI  
REGISTERED AGENT

The name and address of the Registered Agent for this corporation are:

PROPERTY MANAGEMENT SYSTEMS, INC.  
463499 STATE ROAD 200, YULEE, FL 32097.

ARTICLE VII  
DISSOLUTION

The Association may only be dissolved, other than incident to a merger or consolidation with an organization having similar purposes, upon the termination of the provisions of the Declaration and the assent given in writing and signed by not less than 75% of the Members. Upon dissolution of the Association, other than incident to such a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is not accepted by any appropriate public agency, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VIII  
DURATION

The corporation shall exist perpetually.

ARTICLE IX  
AMENDMENTS

Amendment of these Articles shall be permitted only to the extent that any such amendment is not inconsistent or in conflict with the terms of the Declaration as may be amended from time to time. Such amendments shall require the assent of members entitled to cast a majority of the votes.

ARTICLE X  
OFFICERS

A. The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board may from time to time by resolution create. Officers shall be elected for a one (1) year term, and may be removed with or without cause, in accordance with the procedures set forth in the Bylaws.

B. The officers of this corporation who shall serve until the first election of their successors are as follows:

KEN BACON

President

JAMES BOWEN Vice President  
ROBERT L. BOOTH, JR Secretary  
JARED ROLLINS Treasurer

ARTICLE XI  
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles and the Declaration. Such Bylaws may be amended at a regular or special meeting of the Members by a vote of the majority of the ~~Class A~~ Members present in person or by proxy.

ARTICLE XIII  
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 463499 State Road 200, Yulee, Florida 32097.

IN WITNESS WHEREOF, the Cormorant Landing Owners Association has caused this instrument to be executed in its name by the President, attested by its Secretary, this 18<sup>th</sup> day of December, 2015.

Ken Bacon  
Ken Bacon, President

Attest:

Robert L. Booth, Jr.  
Robert L. Booth, Jr., Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 2015, by Ken Bacon as President of the corporation.

Christine E. Connery  
Notary Public, State of Florida  
CHRISTINE E. CONNERY  
 CHRISTINE E. CONNERY  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF155768  
Expires 10/1/2018



JAMES BOWEN Vice President  
ROBERT L. BOOTH, JR Secretary  
JARED ROLLINS Treasurer

ARTICLE XI  
BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles and the Declaration. Such Bylaws may be amended at a regular or special meeting of the Members by a vote of the majority of the Class-A Members present in person or by proxy.

ARTICLE XIII  
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 463499 State Road 200, Yulee, Florida 32097.


IN WITNESS WHEREOF, the Cormorant Landing Owners Association has caused this instrument to be executed in its name by the President, attested by its Secretary, this 18<sup>th</sup> day of December, 2015.

Ken Bacon  
Ken Bacon, President

Attest:  
Robert L. Booth, Jr.  
Robert L. Booth, Jr., Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 2015, by Ken Bacon as President of the corporation.

Christine E. Connery  
Notary Public, State of Florida  
Christine E. Connery  
 CHRISTINE E. CONNERY  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF155768  
Expires 10/1/2018