

Prepared by and return to:
Suzanne C. Quiñónez, Esquire
Post Office Box 130
Middleburg, FL 32050-0130

**SECOND SUPPLEMENTAL AMENDMENT
TO BY-LAWS OF
BRANNAN MILL PLANTATION
HOMEOWNERS ASSOCIATION, INC.**

This **Second Supplemental Amendment to By-Laws of Brannan Mill Plantation Homeowners Association, Inc.** is made this 23rd day of May, 2008, by the **Brannan Mill Plantation Homeowners Association, Inc.**, a Florida not-for-profit corporation.

RECITALS

A. WHEREAS, the Declaration of Covenants and Restrictions and initial By-Laws for Brannan Mill Plantation Homeowners Association, Inc. dated August 22, 2001, were recorded in Official Records Book 1969, pages 595-654, of the public records of Clay County, Florida.

B. WHEREAS, the Declaration of Covenants and Restrictions of Brannan Mill Plantation Homeowners Association, Inc. have been amended and supplemented as recorded in Official Records Book 1982, pages 1620-1623, Official Records Book 2002, pages 1755-1762, Official Records Book 2008, pages 514-517, Official Records Book 2020, pages 936-943, and Official Records Book 2169, pages 1603-1606.

C. WHEREAS, the Supplemental Amendment to By-Laws for Brannan Mill Plantation Homeowners Association, Inc. dated February 2, 2006, were recorded in Official Records Book 2672, pages 1866-1868, of Clay County, Florida.

D. WHEREAS, Article 7 of the By-Laws of Brannan Mill Plantation Homeowners Association, Inc. provides that the Board of Directors may amend the provisions of the By-Laws not otherwise controlled by the Articles of Incorporation or the Declaration of the association by approval of two-thirds of the Board of Directors.

E. **WHEREAS**, the Board of Directors wishes to clarify and amend certain By-Laws not otherwise controlled by the Articles of Incorporation or the Declarations of Brannan Mill Plantation Homeowners Association, Inc.

DECLARATION

NOW THEREFORE, in consideration of the recitals set forth, the Brannan Mill Plantation Homeowners Association, Inc., a Florida not-for-profit corporation, by and through the Board of Directors, having duly noticed its members and voted hereupon in accordance with the provisions of the By-Laws of Brannan Mill Plantation Homeowners Association, Inc., therefore do and in accordance therewith does hereby amend said By-Laws as follows:

A. **Article 4, Section 1 and its subparts of the Supplemental Amendment to By-Laws of Brannan Mill Plantation Homeowners Association, Inc. are hereby deleted and in lieu thereof shall read:**

“4.1 (a) Number and Qualifications. Not less than three, or more than seven persons, as fixed by resolution of the Board of Directors from time to time, shall serve on the Board of Directors. The Board of Directors shall be comprised of persons who are members of the Brannan Mill Plantation Homeowners Association, Inc. as defined in the Declaration of Covenants and Restrictions of Brannan Mill Plantation, as amended and supplemented, as are qualified to serve as set forth in the By-Laws of Brannan Mill Plantation Homeowners Association, Inc., as may be amended.

4.1 (b) Election and Term of Office. The Board of Directors shall consist of Members of the Association as defined in Article 6 of the Articles of Incorporation for Brannan Mill Plantation Homeowners' Association, Inc. Directors of the Brannan Mill Plantation Homeowners Association, Inc. shall be elected at the annual meeting of the Members, by secret

ballot, except as otherwise specified in the Articles of Incorporation for Brannan Mill Plantation Homeowners' Association, Inc. In the election of Directors, there shall be appurtenant to each member one (1) vote for each Director to be elected: provided that no Member may cast more than one vote for any person nominated as a Director, it being the intent hereof that voting for Directors shall be non-cumulative. The persons receiving the largest number of votes shall be elected. The election shall be valid notwithstanding whether there was a quorum at the meeting.

At the first annual meeting at which Members are entitled to elect all of the members of the Board of Directors, the majority of the number of directorships shall be designated as two (2) year term directors and the others shall be designated as one (1) year term directors. At the next succeeding annual meeting, such one (1) year term directorships shall be, from that point on, designated as two (2) year term directorships. The intent hereof is to stagger the terms of the directorships so that there shall be two or three directors elected each year for two (2) year terms.

Vacancies on the Board may be filled, through the unexpired term thereof, by the remaining Directors."

B. Article 4, Section 2 of the Supplemental Amendment to By-Laws of Brannan Mill Plantation Homeowners Association, Inc. is hereby deleted and in lieu thereof shall read:

"4.2 Any director may be removed from office at any time with or without cause by the affirmative majority vote of the total voting interests of the Members as provided by Section 720.303 (10), Florida Statutes, as may be amended.

The transfer by a director of title to his or her unit(s) shall, effective as of the date of the title transfer, automatically constitute resignation from the Board of Directors.

Only Members in good standing may be elected to the Board of Directors, or if already elected shall continue to serve as a director. As used herein, good standing means someone who is current on the payment of all regular assessments, special assessments, late fees, interest, attorney fees, court costs, if any, and fines, if applicable. A Member is deemed to be current if no payment(s) are owing after due date. Further, as pertaining to violations other than payments, as set forth above, good standing means someone whose property, the occupants, tenants, and/or guests are in compliance with the Declaration of Covenants and Restrictions of Brannan Mill Plantation Homeowners Association, Inc. A Member is not in compliance if the Member has received a written notice of violation and has failed to cure the violation within sixty (60) days of the date of the notice. These provisions shall be self-operating and shall become effective immediately upon the happening of the event or the passage of the time provided for herein. Thus, if a Member is sitting on the Board of Directors and he or she is no longer in good standing, as defined herein, the Member shall be deemed to have resigned as of the date the Member is no longer in good standing.”

B. Article 4, Section 7 of the original By-Laws of Brannan Mill Plantation Homeowners Association, Inc. is hereby amended to add subsection (b) to read:

“4.7 (b) Other than set forth above, regarding acts that constitute a self-operating resignation, a Director may resign by submitting a written notice delivered to a Director or by verbal notice of resignation given at the meeting of the Board of Directors. The resignation shall be deemed effective upon receipt of the notice, whether in writing or given verbally at the meeting of the Board of Directors.

Once a Member has resigned as set out herein, in this Section 7 or as provided in Section 2 of Article 4, the Member shall not be eligible to sit on the Board of Directors until the annual meeting of Members next following a full year after such resignation or deemed resignation."

IN WITNESS WHEREOF, the Board of Directors has caused this Second Supplemental Amendment to By-Laws of Brannan Mill Plantation Homeowner's Association, Inc., as may be amended by the Board of Directors, to be executed by its duly authorized officers, after approval by the Board of Directors, as of the day and year first above written.

Signed, Sealed and delivered
In the presence of:

Nancy L. Walters
Witness
Print Name: Nancy L. Walters

**Brannan Mill Plantation Homeowners'
Association, Inc.**

[Signature]
Signature
Print Name: Hector Rodriguez
President of the Board of Directors

Vickie H. Morris
Witness
Print Name: Vickie H. Morris

Marianne Potter
Signature
Print Name: Marianne Potter
Secretary of the Board of Directors

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 23 day of May, 2008 by Hector Rodriguez, the President and Marianne Potter, the Secretary of the Board of Directors of Brannan Mill Plantation Homeowners' Association, Inc., on behalf of the Board of Directors, (✓) who are personally known to me or who have produced _____ as identification.

Vina C. Delcumyn
Notary Public, State of Florida

