



**AMENDMENT TO ORIGINAL BY-LAWS
PLANTATION FARMS SOUTH ASSOCIATION, INC.
FEBRUARY 3, 2004**

FORMAL PROPOSAL HAVING BEEN MADE AT THE BOARD OF DIRECTORS MEETING ON THIS DATE AND HAVING HAD PROPOSAL ACCEPTED BY 2/3 OR MORE OF THE BOARD OF DIRECTORS/OFFICER-BOARD OF DIRECTORS PRESENT AT THIS MEETING BE IT ADDED TO THE ORIGINAL BY-LAWS IN THE FORM OF AMENDMENT THAT:

ARTICLE I be amended as follows:

**ARTICLE I
ORGANIZATION**

Article I, Section 1, sub-heading(s) A, B, C, D, and E be amended and/or added as follows:

Section 1. Organization.

- A. The name of this organization shall be Plantation Farms South Association, Inc.
- B. The organization shall have a seal, which shall be in the following form: Plantation Farms South Association, Inc.
- C. The organization may, at its pleasure, by a vote of the membership body, change its name.
- D. The Association shall keep P.O. Box 972, Keystone Heights, Florida 32656, as its permanent address. Keys to the box shall be maintained by the President and Secretary/Treasurer. The president shall delegate to one of the aforementioned persons the responsibility of collecting the mail and distributing it to the proper person(s). Mail addressed to specific person(s), either by name or by office shall be delivered unopened to that person.
- E. The association shall be conducted as a non-profit organization for the benefit of its members and shall make no distribution of income to its members, directors or its officers.

Article I, Section 2, sub-heading(s) A and B be amended and/or added as follows:

Section 2. Membership.

- A. Membership in this organization shall be open to all as follows: The owner/purchaser of each tract of certain lots in Plantation Farms South located in Clay County, Florida, shall be members of the Plantation Farms South Association, Inc. Membership of any owner/purchaser in the Association shall likewise be automatically terminated upon his/her being divested of his title to or interest in the tract. Transfer of membership shall be recognized by the Association upon its being provided a copy of or obtaining a copy of the instrument conveying title or interest in the tract to the new owner/purchaser.
- B. There shall be one (1) vote per tract and where there is more than one (1) owner/purchaser of a tract or where the owner/purchaser is a corporation or other entity, such owner/purchasers shall designate one (1) individual to exercise its right to vote.

ARTICLE II be amended as follows:

**ARTICLE II
MEETINGS OF STOCKHOLDERS**

Article II, Section 1, sub-heading(s) A, B, C, D, and E be amended and/or added as follows:

Section 1. Meetings.

- A. Meetings of the membership shall be governed by Roberts Rules of Order, unless said requirement is waived by majority vote at such meeting.
- B. The annual membership meeting of Plantation Farms South Association, Inc. shall be held on the first Saturday of August each and every year; however, if a majority of the Board of Directors so approves, they shall fix another day.
- C. The Secretary/Treasurer shall cause to be mailed to every member at his/her address, as it appears in the membership roll book of Plantation Farms South Association, Inc. a notice telling the time and place of such annual meeting.
- D. Meetings of all members will be held within the State of Florida.
- E. Notice of such meeting shall be mailed to all members at his/her address, as it appears in the membership roll book of Plantation Farms South Association, Inc., not less than fifteen (15), not more than forty (40) days before the date of the annual meeting.

Article II, Section 2, sub-heading(s) A (1,2,3), B (1,2,3) be amended and/or added as follows:

Section 2. Special Meetings.

Special meetings of the Officers and Directors shall be held at any time on a call issued by the President, or by a majority of the Directors, or when requested in writing by the General Membership. The call for a meeting as requested shall be issued by the Secretary.

- A. Special meetings of the Officers and Board of Directors shall be held at any time on a call issued by the President or by a majority of the Board of Directors. The call for a meeting as requested shall be issued by the Secretary.
 - (1) Notice of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least five (5) days, but not more than thirty (30) days before the scheduled date set for such special meeting.
 - (2) Such notice shall state the reason(s) that such a meeting has been called and the business to be transacted for which he deems it necessary.
 - (3) No other business but that specified in the notice may be transacted at such a special meeting except by the consent of a majority of the membership.
- B. Special meetings of the Officers and Board of Directors shall be held at any time on a call issued by ten percent (10%) of the members of the organization. The call for a meeting as requested shall be issued by the Secretary.
 - (1) Notice of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least five (5) days, but not more than thirty (30) days before the scheduled date set for such special meeting.
 - (2) Such notice shall state the reason(s) that such a meeting has been called and the business to be transacted for which he deems it necessary.
 - (3) No other business but that specified in the notice may be transacted at such a special meeting, except by the consent of a majority of the membership.

Article II, Section 3, be amended and/or added as follows:

Section 3. Order of Business, Board of Directors Meetings and Annual Meetings.

All meetings, except Special Meetings, shall be conducted in the following manner:

1. Roll Call
2. Reading of the minutes of the preceding meeting.
3. Reports of the Treasurer.
4. Old and unfinished business.
5. New business.
6. Good and welfare.
7. Adjournment.

Article II, Section 4, be amended and/or added as follows:

Section 4. Order of Business for Special Meetings.

Special Meetings shall be conducted in the following manner:

1. Roll Call
2. Reading of the letter(s) requesting the Special Meeting.
3. Voting on the issue raised by the letter(s).
4. Any new business (only that which is raised by the majority present)
5. Adjournment.

Article III be amended as follows:

ARTICLE III

VOTING

Article III, Section 1, be amended and/or added as follows:

Section 1. General Voting Rights

Every member having the right and entitled to vote at a meeting shall be entitled, upon each proposal presented at the meeting, to one vote for each tract recorded in his name on the books of the corporation on the record date fixed as provided in Section 5, or if no such record date was fixed, on the day of the meeting. The books of record of members shall be produced at any meeting upon the request of any member.

At all meetings the members of Plantation Farms South Association present in person or by proxy at such meeting, members of the Board of Directors shall be elected by secret ballot, and there shall not appear any place on such ballot any mark or marking. The officers of Plantation Farms South Association shall also be by secret vote of the members of Plantations Farms South Association which shall be held immediately after the election of the Board of Directors.

At any regular meeting or special meeting of the members of Plantation Farms South Association, if the majority so requires, any question may be voted upon in the manner and style provided for the election of the Board of Directors, or, if a majority so approves, by a show of hands vote.

At all by ballot, the chairman of such a meeting shall immediately, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Elections" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the original copy shall be physically affixed in the minute book to the minutes of that meeting.

No "Inspector of Elections" shall be a candidate for office or shall be personally interested in the question voted upon.

Article III, Section 2, be amended and/or added as follows:

Section 2. Voting Members, Qualifications of Members, Board of Directors and Officers.

Each individual lot that is assessed an annual road assessment fee shall be counted as one (1) vote. The number of votes allowed any member shall be determined by the number of assessed lots owned by the member. Votes may be exercised in person or by proxy. Each member is allowed only one (1) proxy vote per tract recorded in the record of the membership roll and each proxy vote exercised must be witnessed and signed by a Notary Public. All issues put to the membership shall be decided by a majority of the members constituting a quorum at the meeting at which the issue is decided.

Article IV be amended as follows:

ARTICLE IV

BOARD OF DIRECTORS

The Board of Directors shall have the control and management of the affairs and business of Plantation Farms South Association. Such Board of Directors shall only act in the name of Plantation Farms South Association when it shall be regularly convened by the President after due notice to all the Directors of such meeting. All current Board of Directors and all incoming Board of Directors are subject to a criminal background investigation check and a credit history check.

Article IV, Section 1, be amended and/or added as follows:

Section 1. Number of Directors.

The Board of Directors shall consist of not less than three (3) nor more than nine (9) persons, the exact number within those limits to be fixed from time to time by the Board of Directors. Notwithstanding any other provisions of its By-Laws, the Board of Directors shall be increased beyond that maximum number only by the membership at a meeting duly held.

Article IV, Section 2, be amended and/or added as follows:

Section 2. Qualifications of the Directors.

All the members of the Board of Directors shall be of full age, and at least one shall be a citizen of the United States and a resident of the State of Florida. It shall not be necessary for any of the Board of Directors be members of Plantation Farms South Association. Any member of the Board of Directors shall be current with all road assessments and dues/fees. No two members from the same household shall be allowed to serve as Directors.

Article IV, Section 3, be amended and/or added as follows:

Section 3. Election and Term of the Directors.

At the first annual meeting, the members shall elect 1/3 of the Directors for a term of one (1) year, 1/3 of the Directors for a term of two (2) years and 1/3 of the Directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect Directors for a term of three (3) years.

Article IV, Section 4, be amended and/or added as follows:

Section 4. Vacancies in the Directors.

Vacancies in the Board of Directors shall be filled until the next annual meeting of the members by the remaining Board of Directors in office.

Article IV, Section 5, be amended and/or added as follows:

Section 5. Meetings of the Directors.

The annual meeting of the Board of Directors shall be held immediately prior to the annual meeting of members each year. Regular meetings of the Board of Directors may be held at such times and places as the Board of Directors may determine. Special meetings of the Board of Directors shall be held at any time upon a call issued by the President or by a majority of the Board of Directors.

Article IV, Section 6, be amended and/or added as follows:

Section 6. Notices of the Directors.

Notice of each special meeting shall be given by the Secretary to each Director by mail to his last known business or residential address not less than five (5) days before the meeting unless each Director shall waive notice before, at or after the meeting.

Article IV, Section 7, be amended and/or added as follows:

Section 7. Voting and Quorum of the Directors.

Each Director shall have one (1) vote. The presence of a majority of all the Directors shall be necessary to constitute a quorum to transact business. The act of a majority of the Directors present at a meeting where a quorum is present shall be the act of the Board of Directors.

Article IV, Section 8, be amended and/or added as follows:

Section 8. Place of Directors Meetings.

Directors' meetings may be held within the State of Florida. Special meetings shall be held at the time and place specified in the call from the Secretary.

Article IV, Section 9, be amended and/or added as follows:

Section 9. Executive Committee of Directors.

The Board of Directors may, by resolution designate two (2) or more of their number to constitute an Executive Committee, who, to the extent provided in such resolution, shall have and may exercise the powers of the Board of Directors when the Board of Directors is not in session.

Article V be added to these By-Laws as follows:

ARTICLE V

OFFICERS

Article V, Section 1, be added as follows:

Section 1. Officers.

The officers of this corporation shall consist of a President, who shall be a Director, a Vice President, a Secretary and a Treasurer and such other officers with such titles, powers and duties as may be prescribed from time to time by the Board of Directors. They shall be chosen at the annual meeting of the Board of Directors immediately following the annual meeting of the members, or at any other meeting of the Board of Directors at which the office to be filled is established, and shall hold office until the next annual election of officers or until their successor(s) are elected and qualified. The same person may hold two or more offices except that the President may not be a Secretary or an Assistant Secretary. Any officer may be removed from office with good cause by a 2/3 majority vote of the members present in person or by proxy at any duly called meeting of the membership; and said vacancy shall be filled pursuant to Article VI of these Amended By-Laws. (Good cause shall include missing three (3) meetings in a five (5) month time period, misuse of office, etc.). An officer may hold two (2) offices, however, the President may not hold the office of Secretary/Treasurer during his/her term. All current Officers and all incoming Officers of a new administration are subject to a criminal background investigation check and a credit history check.

Article V, Section 2, be added as follows:

Section 2. President. The President shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the membership and Board of Directors.

Article V, Section 3, be added as follows:

Section 3. Vice President. The Vice President in the absence of or the disability of the President, shall perform the duties of the President and shall also perform such other duties as may be delegated to him from time to time by the Board of Directors or by the President.

Article V, Section 4, be added as follows:

Section 4. Secretary. The Secretary shall have custody of, and maintain all of the corporate records except the financial records; shall record the minutes of all meetings of the members and Board of Directors, send out all notices of meetings, and perform such other duties as are incident to this office or are properly required of him by the Board of Directors.

Article V, Section 5, be added as follows:

Section 5. Treasurer. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meetings of members and whenever else required by the Board of Directors or President, and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors. The Treasurer shall render within two (2) weeks following the end of each calendar quarter, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

Article VI be added to these By-Laws as follows:

ARTICLE VI

ORDER OF SUCCESSION OF OFFICERS

In the event of a mid-term vacancy of an officer of Plantation Farms South Association, the person designated by the Order of Succession shall fill said vacancy until the next membership meeting (Annual or Special Meeting) at which time the membership shall vote to fill the vacancy with a person of their choice. The person elected shall fulfill only the remainder of the original term of office. Any Officer or Director who has accepted on interim position due to mid-term vacancy shall be entitled to return to the position to which originally elected and shall serve the remainder of their original term.

The Order of Succession shall be as follows:

1. In the event of a vacancy of the Office of President, the Vice President shall assume the title and responsibilities of the President, at which time the Senior non-officer Director shall fill the position of Vice President.
2. Any subsequent vacancies of either the President or Vice President positions shall be filled by the Director receiving the majority votes of the Board of Directors.
3. In the event of a vacancy in the position of Secretary/Treasurer, or Recording Secretary, either position shall be filled by the person receiving the majority vote of the Board of Directors. Selection of an interim Secretary/Treasurer or Recording Secretary need not be limited to available Directors. Should the Board of Directors feel that a better qualified person is to be found from outside the Board of Directors, it may select a candidate.
4. Vacancies among the Directors shall be filled as soon as practicable after their occurrence. At that time, every reasonable effort shall be made to obtain candidates from the membership body; said candidates to assume office upon approval by the majority of the Board of Directors.
5. A quorum of the Board of Directors shall consist of a majority of the Board of Directors.

Article VII be added to these By-Laws as follows:

ARTICLE VII

ROAD ASSESSMENTS

Road assessments are due on July 1st of each year and are delinquent after September 30th of the same year. Each lot shall be assessed as follows:

1. Lots that have not been altered in size from the original developer's plot shall be assessed.
2. Lots that have been subdivided and sold shall be assessed as separate lots from this subdivision. Each lot from this subdivision shall carry one (1) vote.

Article VIII be added to these By-Laws as follows:

ARTICLE VIII

EXPENDITURES

The proposed budget shall be presented to the Board of Directors by the President not later than July 15th of each year. Adoption of a working budget shall be the responsibility of the Board of Directors. It is the responsibility of the Board of Directors to maintain a reserve fund for unexpected emergencies. Emergency expenditures may be made from this fund by the President with the approval of a majority of the Board of Directors. Verbal approval by telephone is acceptable. Emergencies shall be defined as any situation that arises which, in the opinion of the President, is necessary to make prompt disbursements of funds in order to protect the best interest of Plantation Farms South Association or that without said disbursement, the amount ultimately necessary to remedy the situation will significantly increase.

Article IX be added to these By-Laws as follows:

ARTICLE IX

TRANSFER OF CUSTODY OF THE RECORDS OF PLANTATION FARMS SOUTH ASSOCIATION AND CONTROL OF THE MEETING OF THE MEMBERSHIP

The newly elected officers will assume their offices at the close of the Annual Meeting of members. Financial records from the administration preceding the election shall be submitted to the outgoing administration's officers by the outgoing Treasurer within ten (10) days of the election. Said officers are to audit the financial records and turn them over to the Treasurer of the incoming administration within the following five (5) days. Incoming officers must then audit and accept or reject the records within the next fifteen (15) days.

If the incoming officers reject the records from the outgoing administration, an agreed to independent auditor outside of Plantation Farms South Association shall be hired to audit said financial records and mediate the complaints brought about by the incoming administration.

Article X be added to these By-Laws as follows:

ARTICLE X

AMENDMENT(S) TO BY-LAWS

Except as otherwise provided herein the Board of Directors may amend these By-Laws by a two-thirds (2/3) majority vote of the Directors present at any regular meeting or at any special meeting called for that purpose. These By-Laws may also be amended or repealed at any Membership Meeting by a vote of the majority of the members of Plantation Farms South Association, except when a greater vote is otherwise required under these By-Laws. Such amendment(s) or repeal at a meeting of the membership may be adopted at any Annual Meeting without previous notice, but if contemplated at a Special Meeting, notice thereof shall be given in the call for the meeting. All amendments to these By-Laws shall be recorded at the Circuit Court Clerk of Clay County, Florida.

Article XI be added to these By-Laws as follows:

ARTICLE XI

CODE OF ETHICS

Article XI, Section 1, be added as follows:

Section 1. Code of Ethics for Officers and Board of Directors.

All Officers and Board of Directors for Plantation Farms South Association shall adhere to the following Code of Ethics:

- 1) Not to give or receive personal favors in connection with the business of Plantation Farms South Association.
- 2) Publicly disclose any and all interest they may have with any and all companies doing business with Plantation Farms South Association or any and all companies proposing to do business with Plantation Farms South Association. This includes any and all of the following:
 - a) Employment
 - b) Financial Interest
 - c) Any business relationship
 - d) Being related to any owner or employee of proposed company
- 3) The following activities are prohibited for any and all Officers and Board of Directors of Plantation Farms South Association:
 - a) Investing in any company that will result in a conflict of interest with their duties as an Officer or Board of Director member.
 - b) Being part of any Board of Director transaction in which they have a direct or indirect financial interest.
 - c) Entering into a relationship with a vendor or vendors for pay in matters that are currently being considered by the Board of Directors or have been finalized by the Board of Directors.
- 4) Any and all Officers and Board of Directors are prohibited from using their position for their own personal gain or that of any family member or friend(s).
- 5) Any and all Officers and Board of Directors are prohibited from disclosing any confidential information pertaining to Plantation Farms South Association.

- 6) Any and all Officers and Board of Directors are prohibited from Making any derogatory remark(s) or starting any rumors concerning the business of Plantation Farms South Association.
- 7) Any and all Officers and Board of Directors are prohibited from selling or disposing of any assets or equipment without the approval of the General Membership.

Any and all Officers or Board of Directors may be dismissed for any violation(s) of the above-written Code of Ethics, upon a majority vote of the Board of Directors or General Membership.

Article XI, Section 2, be added as follows:

Section 1. Code of Ethics for the General Membership.

All members of Plantation Farms South Association shall adhere to the following Code of Ethics:

- 1) Conduct him/her self in a professional manner at all meetings. (No member or non-member shall be allowed to voice their opinion at any Board of Director meeting unless he/she was invited by an Officer or Board of Director prior to the meeting in question. There are NO EXCEPTIONS to this rule.)
- 2) Be aware of all restrictions within Plantation Farms South Association and abide by them.
- 3) Be responsible for the containment and control of their children in regards to the restrictions within Plantation Farms South Association.
- 4) Assist the Officers and Board of Directors in enforcing all Rules and Restrictions of Plantation Farms South Association. (Including the prohibited use of all 4-wheelers, dirt bikes and/or go-carts on the marked roads of Plantation Farms South Association.)
- 5) Strive to make Plantation Farms South Association a better community.

Article XII be added to these By-Laws as follows:

ARTICLE XII

MISCELLANEOUS

Any member allowing Plantation Farms Association South assets or files to be maintained on their property shall sign a statement waiving their right to claim said assets or files.

As stated in the Articles of Incorporation, there are to be no junk cars, junk trailers, abandoned trailers or dumping within the limits of Plantation Farms South Association. A thirty (30) day notice is to be served on anyone guilty of the above and it is the duty of the Officers of Plantation Farms South Association to enforce the terms and conditions of the Articles of Incorporation.

There will be no hunting without specific permission of the owner of a particular property.

Any member that volunteers to store equipment on their property can never hold a lien against said equipment in the event that they resign from membership of Plantation Farms South Association or die. A statement waiving their right to claim said property or assets shall be signed by the owner of the property onto which the equipment is stored.

At present, the deeds call for culverts to be a minimum of ten (10) inches in diameter and twenty (20) feet long. However, due to the varied land fall, each tract owner needs to check with the Board of Directors as to exactly what size culvert will be needed. The length will remain the same. If any owner installs a culvert that is too small and the road washes away due to this, he/she will be responsible for the cost of the repairs to the road as well as replacing the culvert.

IN WITNESS WHEREOF, for the purpose of Amending the By-Laws of Plantation Farms South Association, Inc. under the laws of the State of Florida, we the undersigned, constituting the Officers and Board of Directors of this Association, have executed these By-Laws this 3rd day of February, 2004.

Joe Bryant, President

Joseph Bryant

Philip Miller, Vice President

Philip Miller

Shirley Brunner, Sec'y/Treasurer

Shirley Brunner

Ruben Cloud, Board of Director

Ruben Cloud

Wayne Davids, Board of Director

Wayne Davids

Ed Dempsey, Board of Director

Ed Dempsey

Buddy Miller, Board of Director

Buddy Miller

Jason C. Ramsey, Board of Director

Jason C. Ramsey

Sam Wallace, Board of Director

Sam Wallace

STATE OF FLORIDA

COUNTY OF CLAY

I HEREBY CERTIFY, That on this 3rd day of February, 2004, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared those person(s) listed above to me well known to be the person(s) described in and who executed the foregoing instrument, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

Rachel H. Dempsey
Notary Public

My Commission expires:

