

**AMENDED & RESTATED BYLAWS
OF
THE MEADOWS OF SUGAR MILL, INC.**

WHEREAS AT A Special Meeting of the members of The Meadows of Sugar Mill, Inc., duly convened on the 28th day of April, 2014, a majority of the members present in person or by proxy, did vote to amend and restate the Bylaws as set forth hereinbelow.

ARTICLE I

NAME AND LOCATION. The name of the corporation is The Meadows of Sugar Mill, Inc., hereinafter referred to as the "Corporation" or "Association". The principal office of the Corporation shall be located at c/o Atlantic Community Association Management & Accounting, Inc., 507-C Herbert St., Port Orange, FL 32129, or agent of record, 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**

Section 1. "Association" shall mean and refer to The Meadows of Sugar Mill, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties recorded at O.R. Book 3438, Pages 1175-1186, Inclusive, Public Records of Volusia County, Florida, and the restatements thereof recorded in O.R. Book 4404, page 2303 and O.R. Book 5117, page 2439, Public Records of Volusia County, Florida.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. "Fiscal Year" The Fiscal Year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting shall be held on the first Monday of February every year. Agenda items for this meeting shall include election of Members of the Board of Directors, and such other matters as may arise in the conduct of the business of the Association.

Section 2. Special Meetings. Special meetings of the members may be called at any time by a majority vote of the Board of Directors or upon written request of 25% of the members.

Section 3. Notice of Meetings. Written notice of each annual meeting of the members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 30 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for purpose of notice. The notice will also be posted at the entrance of the Meadows. 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.

Section 4. Meeting Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, 50% of the votes shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. However, if such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. Each member may vote in person or by proxy at all meetings of members. All proxies shall be in writing and filed with the Secretary of The Meadows at the Associations principal address. Every proxy shall be revocable and shall automatically cease upon conveyance of a Lot by a member.

ARTICLE IV BOARD OF DIRECTORS SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, all of whom shall be Lot Owners of The Meadows.

Section 2. Term of Office. A minimum of two Directors will be elected at each Annual Meeting for a term of two years each, to replace those directors whose terms expire.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, a successor shall be selected by the remaining Directors and shall serve until the next election at the Annual Meeting, at which time a successor will be elected to fill the unexpired term of the removed Director.

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

Section 5. Electronic Participation. The Directors may participate in a Meeting of the Board by means of a conference call, and other electronic communication means that will permit all participants to communicate effectively with each other. Such participation shall constitute presence in person at the Meeting.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for the election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made by a Member application to the Committee 60 days prior to the annual meeting. The Nominating Committee shall consist of a Chairperson and two or more additional persons who shall be voting members of the Association. The Nominating Committee shall be appointed by the Board of Directors by October 1st of each year, for the next Annual Meeting. The Nominating Committee shall make as many nominations for the Board of Directors as it shall, in its discretion determine, but not less than the number of vacancies to be filled. Such nominations may be made from among members, consistent with the requirements stated in Article IV, Section 1.

Section 2. Election. 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. The persons receiving the largest number of votes shall be elected.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular meetings of the Board of Directors. Regular Meetings shall be held bi-monthly at such time, date, and place as may be determined by the Board. Notice shall be posted at The Meadows entrance a minimum of 15 days prior to such meetings to advise the members of the time, date, and place, should individual members wish to attend and address the Board.

Section 2. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors shall be held when called by the President of the Association or by a majority of Directors, after not less than forty eight (48) hours notice to each Director, except in an emergency.

Section 3. Meeting Quorum. A minimum of four 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 an act of the Board.

Section 4. Minutes of Meetings. Minutes of the Annual Meeting shall be mailed to all Members within thirty (30) days of the meeting. Minutes of Board meetings shall be made available to all members electronically through the internet within thirty (30) days after each meeting upon request. The Association's manager will provide a paper copy to any member who requests it. Minutes of meetings will also be posted at the entrance of The Meadows.

Section 5. Waivers. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Adopt and publish rules and regulations for the Common Area and facilities, regarding the use and personal conduct of the members and their guests thereon, and establish penalties for the infraction thereof.
- (b) Suspend a member's right to use of the recreational facilities during any period in which such member shall be in default in the payment of any assessment levied by the association. Such rights may also be suspended for infraction of published rules and regulations for a period deemed appropriate by the Board of Directors. Such rights may be suspended only after notice and an opportunity for a hearing pursuant to Section 720.305, Florida Statutes, as amended.
- (c) Suspend the voting rights of a member for the nonpayment of regular annual assessments that are delinquent in excess of 90 days.
- (d) 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.
- (e) Declare the office of a member of the Board of Directors to be vacant in the event that such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (f) Employ a manager, an independent contractor, or such other employees as they deem necessary, prescribe their duties, and inform the membership as to their duties and responsibilities. Such employment shall be covered by a management agreement which is not to exceed one year in duration, renewable by agreement of the parties for successive one year periods, and which is terminable by the Association upon thirty (30) days written notice.

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 a statement is requested in writing by twenty five (25) percent of voting Member
- (b) Supervise all officers, agents, and employees of the Association, and see that their duties are properly performed.
- (c) As more fully provided in the Declaration, to:
 - (1) Fix and communicate in writing to the Members the amount of the annual assessment against each lot at least 30 days in advance of the Annual Meeting.
 - (2) Send written notice of any additional assessment to every Lot Owner subject thereto at least thirty (30) days in advance of each such assessment.
 - (3) Determine assessment payment due dates and affix late charges for any assessment for which payment is thirty (30) days or more past due.
 - (4) Foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of such certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (g) Cause the Common Area to be maintained in a first class manner.
- (h) Cause timely notice to be given to each Lot owner and to the holders of first mortgages whose substantial interests are affected by any action of the Association or by third parties as, for example (by way of illustration and not limitation): termination of the planned Unit development, material amendments to the Declaration, Articles, or Bylaws, substantial damage or destruction to the Common Area, condemnation (by eminent domain) of a Lot or the Common Area.

- (i) Provide a security system when and to the extent specifically authorized by the Board of Directors of the Association.
- (j) Indemnify and hold harmless each person who serves as a Director or Officer of the Association, from and against any and all claims and liabilities to which such person shall become subject by reason of being a Director or Officer of the Association, or by reason of any action alleged to have been taken or omitted as such Director or Officer and shall reimburse each such person for all legal and other expenses reasonably incurred in connection with any such claim or liability. Accordingly, the Association shall secure and maintain in force sufficient Directors and Officers liability insurance to protect the Association and its elected Directors and Officers against all claims, causes of actions, and suits at law which may reasonably be expected to arise in the normal discharge of their duties and responsibilities.

ARTICLE VIII OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The election of officers shall take place at a Special Board Meeting immediately following each Annual Meeting of the members.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless an Officer resigns, is removed, or is otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect 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 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. 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 until the next scheduled election.

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:

- (a) The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, contracts and other written instruments; and shall co-sign all promissory notes.
- (b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- (c) The Secretary shall be responsible for recording the votes and keeping and publishing the minutes of all meetings and proceedings of the Board; keep the corporate seal of the Association and affix it on all documents requiring said seal; serve notice of meetings of the Board and Member meetings; keep appropriate records of Members of the Association and current addresses; and discharge such other duties as may be required by the Board.
- (d) The Treasurer shall be responsible for the receipt 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 sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare and provide to the Members an annual budget and a statement of income and expenditures to be presented to the membership at the Annual Meeting, and deliver a copy of each to the members.

Section 9. Conflicts of Interest. No Director shall be allowed to vote or act on matters that provide him/her with a benefit greater than would be enjoyed by all members of the Association.

**ARTICLE IX
COMMITTEES**

Section 1. Architectural Control. The Board shall appoint an Architectural Control Committee, which may act for the Board and under its authority in matters related to the external appearance of the property and conformance of new construction and renovation to the requirements of the Declaration. The Architectural Control Committee shall review all proposed new construction and renovation and advise the Board as to its findings for the purpose of the Board issuing final approval and referral to the Sugar Mill Association Design Review Board for their review and approval.

Section 2. Nominating Committee The Board shall appoint a Nominating Committee, as provided in Article V, Section 1.

Section 3. In addition, the Board may appoint other committees as deemed appropriate in carrying out its purposes.

**ARTICLE X
BOOKS AND RECORDS**

The books, records, and papers of the Association shall at all times, upon reasonable notice and during reasonable business hours, be subject to inspection by any Member, or by holders of first mortgages on any portion of the Property. The Declaration, the Articles of Incorporation, and the 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.

**ARTICLE XI
ASSESSMENTS**

As more fully explained in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be considered delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate allowed by law and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest, costs, and reasonable attorney's fees of any collection effort or such action shall be added to the amount of such assessment. In addition, if payment of any assessment is more than five (5) days late, the Association may impose a late charge not exceeding five percent (5%) for such late payment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of the Lot.

**ARTICLE XII
CONSTRUCTION**

Whenever the singular form of the pronoun is used in these Bylaws, it shall be construed to mean the singular or the plural, whenever the context so requires. Should any of the covenants herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless be and remain in full force and effect.

**ARTICLE XIII
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: The Meadows of Sugar Mill, Inc., a Corporation Not for Profit.

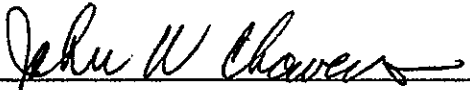
**ARTICLE XIV
AMENDMENTS**


Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the Members, in person or by proxy. Notice of proposed changes in the Bylaws shall be submitted in writing to the Members at the time notice of the meeting is given. If proposed changes to the Bylaws are to be voted upon at a special meeting, written notice of said special meeting along with a copy of proposed changes shall be sent to all members no later than thirty (30) days prior to the meeting.

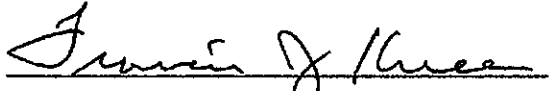
Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.


**ARTICLE XV
WITNESS OF THE BYLAWS**

IN WITNESS WHEREOF, we, being the Directors of the **MEADOWS OF SUGAR MILL, INC.**, have hereunto set our hands this 28th day of April, 2014.


Name: JOHN W. CHAVERS


Name: BETTY BRYs


Name: FRANCIS J. KWEe


Name: JAMES A. ARMSTRONG