

BI-LAWS
OF
GATELY OAKS UNIT I HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not For Profit

1. IDENTITY.

1.1 Applicability. These are the By-Laws of GATELY OAKS UNIT I HOMEOWNERS ASSOCIATION, INC. (the "Association"), a Florida corporation not for profit organized pursuant to the provisions of Chapter 617, Florida Statutes, 1987, as amended to the date of filing of the Articles of Incorporation (the "Articles"). The purpose and object of the Association shall be to own, maintain and upkeep the Common Areas, as defined in the Articles and the Declaration of Covenants, Conditions, Restrictions and Easements for GATELY OAKS UNIT I HOMEOWNERS ASSOCIATION, INC. (the "Declaration"), enforce the covenants and restrictions contained within the Declaration, and to exercise any other rights, powers and duties granted to it under the Declaration or the Articles. These By-Laws are subject to applicable local and state regulation and law.

1.2 Association Contact. The Association can be contacted via electronic link at gatelyoaks.org or by mail at Gately Oaks Homeowner's Association, P.O. Box 350613, Jacksonville, FL 32235-0613, or at such other place as may be established by resolution of the Board of Directors.

1.3 Fiscal Year. The fiscal year of the Association shall be the first day of January through the last day of December.

1.4 Seal. The seal of the Association shall bear the name of Gately Oaks Unit I Homeowners Association, Inc., the word "Florida", the words "Corporation Not For Profit", and the year of incorporation.

2. MEMBERSHIP, VOTING, QUORUM, PROXIES.

2.1 Membership. The qualification of members of the Association (the "Members"), the manner of their admission to membership and termination of such membership, shall be as set forth in Article IV of the Articles, the provisions of which are incorporated herein by reference.

2.2 Quorum. A quorum at meetings of Members shall consist of persons entitled to cast a majority of the votes of the membership entitled to vote upon any matter or matters arising at said meeting.

2.3 Voting.

- (a) Each Lot is limited to a single vote at any meetings of Members.

(b) Each Lot Owner, established by the record title to each Lot, and as defined in the Declaration and the Articles shall be a Member. Lot ownership is required to be eligible to cast a vote at any meeting of Members.

(c) If any Lot is owned by more than one person or a partnership, corporation, trust, or any other association or entity, the person entitled to cast the vote for Lot shall be designated by a certificate signed by all of the record owners of the Lot or by the President, general partner or other chief executive officer of the respective entity and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until ownership of the Lot is changed. A certificate designating the person entitled to cast the vote of a Lot may be revoked by any owner of that Lot. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

2.4 Vote Required. Except as otherwise required under the provisions of the Articles, these By-Laws or the Declaration, or where the same otherwise may be required by law, at any meeting of the general membership of the Association, duly called and at which a quorum is present, the acts approved by the affirmative vote of a majority of the votes present at such meeting shall be binding upon the Members.

2.5 Proxies. At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person or by proxy, provided that no person shall be designated to hold more than ten (10) proxies. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. All such proxies shall be filed with the Secretary prior to or during the roll call of such meeting. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Lot owner executing it.

3. MEMBERS' MEETINGS.

3.1 Annual Meeting. The annual meeting of the Members shall be held at a location as the Board of Directors may determine, and at such time as may be specified in the notice of the meeting, on the second Thursday in November of each year or such other date as determined by the Board for the purpose of electing Directors and of transacting any other business authorized to be transacted by the Members; provided, however, that if that day is a legal holiday, the meeting shall be held on the next succeeding Thursday, or such day as the Directors shall determine and include in the notice of meeting.

3.2 Special Meeting. Special meetings of the entire membership of the Association shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such Officers upon receipt

of a written request from Members entitled to cast a majority of the votes of the entire membership.

3.3 Notice of Meetings.

(a) Generally. Written notice of all meetings of Members shall be given by the Secretary or, in the absence of the Secretary, another Officer of the Association, to each Member or class of Members, if any, unless waived in writing. Each notice shall state the time and place of and purpose for which the meeting is called and shall be mailed to the Members at least fourteen (14) days prior to said meetings.

(b) Annual. Notice of the Annual Meeting shall be given to each Member not less than fourteen (14) days nor more than sixty (60) days prior to the date set for the meeting, and shall be mailed or delivered personally to each Member. If mailed, such notice shall be deemed properly given when deposited in the United State Mail addressed to the Member at his Post Office address as it appears on the records of the Association, and the post office certificate of mailing shall be retained as proof of such mailings.

(c) Special. Notice of Special Meetings shall be given to each Member not less than fourteen (14) days prior to the date set for the meeting and shall be mailed or delivered personally to the Member.

(d) Waiver. Any member may, in writing signed by such Member, waive such notice, and such waiver, when filed in the records of the Association, whether before, at or after the holding of the meeting, shall constitute notice to such Member.

(e) Adjourned Meetings. If any meeting of Members cannot be held because a quorum is not present, either in person or by proxy, or because a greater percentage of the membership required to constitute a quorum for a particular purpose is not present, wherever the latter percentage of attendance may be required as set forth in the Articles or the By-Laws the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum, or the required percentage of attendance, if greater than a quorum, is present.

3.4 Presiding Officer and Minutes. At meetings of Members, the Chairman of the Board, or in his absence, the President, shall preside, or in the absence of both, the Members present shall select a chairman of the meeting. Minutes shall be kept in a businesslike manner and available for review by Directors, Lot owners and their authorized representatives or other offices and personnel as approved by the Board of Directors. Minutes shall be made available for review during normal business hours at a location determined by the Secretary. The Association shall retain these minutes for a period of not less than seven years.

3.5 Order of Business. The order of business at annual meetings of Members, and, as much as practical, at other meetings of Members, shall be:

- (a) Calling of the roll and certifying of proxies;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading or waiver of reading of minutes of previous meeting of Members;
- (d) Reports of officers;
- (e) Reports of committees;
- (f) Appointment by Chairman of Inspectors of election;
- (g) Election of Directors;
- (h) Unfinished business;
- (i) New business;
- (j) Adjournment.

4. BOARD OF DIRECTORS.

4.1 Composition of Board. The affairs of the Association shall be managed by a Board of Directors. Each member of the Board of Directors shall be entitled to one (1) vote. Directors shall be elected or appointed at the annual meeting of the Association.

4.2 Election of Directors. Directors shall be elected or appointed in the following manner:

(a) Members shall elect Directors by a plurality of the votes cast at the annual meeting of the general membership. The Board shall consist of a minimum of three (3) Directors. In the election of Directors, there shall be appurtenant to each Lot one (1) vote for each Director.

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

(c) Each Director shall serve for a minimum of one (1) year until the next annual meeting or such other time as his successor is elected. The Board may determine one (1) or two (2) year terms for each Director position as needed to

stagger Board membership. The intent hereof is to stagger the terms of the directorships so that there should be no more than two (2) or three (3) directors elected each year for two (2) year terms.

4.3 Organizational Board Meeting. The organizational meeting of a newly elected or designated Board shall be held within fifteen (15) days of their election or designation, at such time and place as shall be fixed at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary; provided, that a quorum shall be present.

4.4 Regular Board Meeting. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each Director in person, by mail, via telephone or by electronic means, at least seven (7) days prior to the scheduled time and place for such meetings, unless notice is waived. Meetings of the Board of Directors shall be open to all Members. Notice of any meetings where assessments against Members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

4.5 Special Meetings. Special meetings of the Board may be called by the President, and must be called by the Secretary at the written request of one-third of the Directors. Except in an emergency, not less than two (2) days notice of a special meeting shall be given to each Director in person, by mail, via telephone or by electronic means, which notice shall state the time, place and purpose of the meeting. Notice of any meeting where assessments against Members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

4.6 Board Minutes. Minutes of all meetings of the Board shall be kept in a businesslike manner and available for review by Members and Directors during normal business hours at a time and place arranged by the Secretary. The Association shall retain these minutes for a period of not less than seven years.

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

4.8 Quorum. A quorum at meetings of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as may be specifically otherwise provided in the Articles or these By-Laws. If any meeting of the Board cannot be held because a quorum is not present, or because the greater percentage of the Directors required to constitute a quorum for particular purposes is not present, wherever the latter percentage of attendance may be required as set

forth in the Articles or these By-Laws, the Directors who are present may adjourn the meeting from time to time until a quorum, or the required percentage of attendance, if greater than a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

4.9 Action Without a Meeting. To the extent now or from time to time hereafter permitted by the laws of Florida, the Board may take any action which they might take at a meeting of the Board without a meeting; provided, that a record of all such actions so taken, signed by each Director, shall be filed and retained in the minute book of the Association.

4.10 Removal. Directors may be removed from office with or without cause by the vote or written agreement of a majority of all Members.

4.11 Resignation. Directors may resign their office and should give 60 days written notice to allow sufficient time for the remaining Directors to identify a replacement.

4.12 Presiding Officer. The presiding officer of meetings of the Board shall be the Chairman of the Board, if such officer has been elected, or, if not, the President of the Association. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

4.13 Powers and Duties. All of the powers and duties of the Association shall be exercised by the Board, including those existing under the laws of Florida, the Articles and these By-Laws. Such powers and duties shall be exercised in accordance with the Articles and these By-Laws, and shall include, without limitation, the right, power and authority to:

(a) Make and establish reasonable rules and regulations governing the use of the Property or the Common Areas, as such terms will be defined herein and in the Declaration.

(b) Adopt, for, and in advance of, each fiscal year, a budget necessary to carry out the purposes of the Association as set out herein.

(c) Levy and collect assessments against Members of the Association to defray the expenses of the Association, including the right to enforce any lien right granted the Association to secure the payment of said assessments.

(d) Own, operate, lease, sell, manage, encumber, convey, subject to easements, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Common Areas.

(e) To manage, administer and operate common property for the mutual benefit and use by all Members.

(f) Enforce the provisions of these Articles of Incorporation, the By-Laws, the Declaration and all covenants, restriction, rules and regulations governing use of the property, or a portion thereof, and the Common Areas which may now or hereafter be established.

5. DIRECTORS OR OFFICERS.

5.1 Generally. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall deem advisable from time to time. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. The Board may from time to time elect such other officers, and designate their powers and duties, as the Board may deem necessary to properly manage the affairs of the Association. Officers may be removed from office by the Board.

5.2 President. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of a corporation not for profit, including but not limited to the power to appoint committees from among the Members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association. He shall have such additional powers as the Board may designate.

5.3 Vice-President. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

5.4 Secretary. The Secretary shall keep the minutes of all proceedings of the Board and the Members. He shall attend to the affairs of the Association. He shall have such additional powers as the Board may designate.

5.5 Treasurer. The Treasurer shall have custody of all of the property of the Association including funds, securities and evidences of indebtedness. He shall keep the assessment roll and accounts of the Members; he shall keep the books of the Association in accordance with good accounting practices, and he shall perform all other duties incident to the office of Treasurer.

5.6 Compensation. No compensation shall be paid to any officer of the Association except with the approval of a majority of the Membership, reflected by a vote taken at a duly constituted membership meeting. Nothing herein shall be construed so as to prohibit or prevent the Board of Directors from employing any

Director or Officer as an employee of the Association at such compensation as the Board shall determine, nor shall anything herein be construed so as to preclude the Board from contracting with a Director or Officer or with any corporation in which a Director or Officer of the Association may be stockholder, officer, director or employee, to carry out the Association's duties and responsibilities for such compensation as shall be mutually agreed between the Board and such Officer, Director or corporation.

6. PARLIMENTARY RULES. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Articles of Incorporation, or these By-Laws.

7. AMENDMENTS TO BY-LAWS. These By-Laws may be altered or amended as provided in Article X of the Articles.

The foregoing were adopted as the By-Laws of GATELY OAKS UNIT I HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the 23rd day of June, 1990, and as amended by the Board of Directors on the 12th of June, 2020.