

BY-LAWS

CR1085PC1249

WOOD RIDGE COMMON ASSOCIATION

A FLORIDA NON-PROFIT CORPORATION

CR1098PC 761

IDENTITY

1. These are the By-Laws of Wood Ridge Common Association, Inc. (the "Association"), a Florida corporation, not-for-profit organized pursuant to the provisions of Chapter 617, Florida Statutes, 1981, 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 and administer the operation and management of the Recreation Land and Recreation Facilities, as those terms are defined in the Articles of the Association and the Declaration of Condominium for Wood Ridge One, a Condominium, and Wood Ridge Two, a Condominium (the "Declaration"). The said Recreation Facilities shall be used for the use of members of Wood Ridge One Condominium Association, Inc., Wood Ridge Two Condominium Association, Inc., as well as members of any other condominiums and/or residential developments which are located upon the property, as defined in the Articles.

OFFICES

2. The principal office shall be located at 4319 Salisbury Road, Jacksonville, Duval County, State of Florida, or at such other place as the Board of Directors may from time to time appoint or the business of the Association may require.

DIRECTORS

3. The property and business of this Association shall be managed by its Board of Directors. The initial Board of Directors shall consist of three members, one of whom shall be a member of and shall be selected by, the Board of Directors of the Condominium Association. The remaining two members shall be appointed by Stokes and Company ("Owner"). Thereafter, the Board of Directors shall be composed of one director from each of the condominiums and/or residential developments being located upon the Property, as described in Exhibit "A" to the Articles for this Association. In addition, for so long as any portion of the said Property remains undeveloped, or for a period of five (5) years from the date hereof, whichever shall first occur, the Owner or its successors and assigns shall be entitled to appoint a number of directors equal to the number of condominiums and/or residential homeowners associations which are members of this Association, plus one. Each member of the Board of Directors shall be entitled to one vote. Directors shall be elected at the annual meeting of the condominium association or residential association of which the respective Director is a member, and each such Director must be a member of the Board of Directors of that association.

The Board of Directors shall hold its meetings and have one or more offices, and keep the books of the Association, at the office of the Association in the City of Jacksonville, Florida, 4319 Salisbury Road, or at such other place as they may from time to time determine.

MEETINGS OF THE BOARD

5. The newly elected board may meet at such place and time as shall be fixed by the vote of the subscribers or by the consent in writing of all the directors, for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting. The Board shall meet at least annually, on the third Saturday in

September of each year for the purpose of adopting an annual budget for the succeeding fiscal year.

6. Regular meetings of the board may be held without notice at such time and place as shall from time to time be determined by the board.

7. Special meetings of the board may be called by the president on one day's notice to each director, either personally or by mail or by telegram; special meetings of the board may be held at any time provided written consent waiving notice of such meetings is secured from all of the directors.

8. At all meetings of the board, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of all business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws. Directors' meetings may be held within or without the State of Florida.

9. Action taken by the board without a meeting shall nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board whether done before or after the action so taken.

OFFICERS

10. The officers of the Association shall be chosen by the directors and shall be a president who shall be a director, vice president, secretary and treasurer. The Association may also have additional vice presidents, assistant secretaries, assistant treasurers and such other officers, agents and factors as may be deemed necessary, all of whom shall be chosen by the directors. Any person may hold two or more offices, except that the president shall not also be the secretary or an assistant secretary.

11. The Board of Directors, at its first meeting shall choose a president from their own number, and a vice president, a secretary and a treasurer who need not be members of the board.

12. The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

13. The salaries of all officers and agents of the Association shall be fixed by the Board of Directors.

14. The officers shall hold office at the pleasure of the Board of Directors and until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of a majority of the whole Board of Directors.

THE PRESIDENT

15. (a) The President shall be the chief executive officer of the Association and shall preside at all meetings of the directors. The president shall have general and active management of the Association subject to the action of the Board of Directors and shall see that all orders and resolutions of the board are carried into effect.

(b) When duly authorized by the Board of Directors, the president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation; shall keep in

safe custody the seal of the corporation, and, when authorized by the board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of the secretary or the treasurer, if so required.

VICE PRESIDENT

16. The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.

THE SECRETARY

17. The secretary shall attend all meetings of the board and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president under whose supervision the secretary shall be. In the absence of the secretary all duties and functions of the secretary shall be performed by the assistant secretary or such other officer as the Board of Directors shall appoint.

THE TREASURER

18. (a) The treasurer shall have the custody of the Association's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys, and other valuable effects in the name and to the credit of the Association, in such depositories as may be designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the Association as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all the treasurer's transactions as treasurer and of the financial condition of the Association.

VACANCIES

19. If the office of any director, or of any officer or agent, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the majority of the directors of the respective condominium or residential association from whom that director was elected to the Association Board of Directors present at any meeting may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

DUTIES OF OFFICERS MAY BE DELEGATED

20. In case of the absence of any officers of the corporation, or for any other reason that the board may deem sufficient, the board may at any meeting delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, PROVIDED, a majority of the board members present at such meeting concur therein.

CHECKS

21. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

FISCAL

22. The fiscal year shall begin the first day of January in each year.

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DIRECTORS' ANNUAL STATEMENT OR1098PC 764

23. The Board of Directors shall present at each annual meeting, and when called for by vote of the members of any condominium or homeowners association which is a member of this Association, a full and clear statement of the business and condition of this Association.

NOTICES

24. Whenever under the provisions of these by-laws notice is required to be given to any director, or officer, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or letter-box in a post-paid sealed wrapper, addressed to such officer or director at such address as appears on the books of the Association, or, in default of other address, to such director or officer at the General Post Office in the City of Jacksonville, Florida, or such other place as the Board may designate, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

AMENDMENTS

25. These by-laws may be altered or amended by the affirmative vote of the Board of Directors of a majority of all condominiums and residential associations which are members of this Association.

SEAL

26. The corporate seal shall have inscribed thereon the name of the Association, the words "a Florida non-profit corporation," the year of incorporation, and the word "Seal."

The foregoing were adopted as the By-Laws of WOOD RIDGE COMMON 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 30th day of September, 1983.

Amy L. Christie
Secretary

APPROVED:

President

Bank of the Circuit Court
DOCUMENT