

BYLAWS
OF
OWNERS COUNCIL OF SPRUCE CREEK SOUTH, INC.
(A Corporation Not-for-Profit)

ARTICLE I - GENERAL

Section 1 - Name and Address. The name, address and term of existence of Owners Council of Spruce Creek South, Inc. ("Owners Council" or "Council") shall be as set forth in the Articles of Incorporation of the Council ("Articles of Incorporation").

Section 2 - Powers. The Council shall have the rights, powers, duties and functions as set forth in the Articles of Incorporation, the Twentieth Amended Declaration of Protective Deed Restrictions and Covenants for Spruce Creek South ("Restrictions and Covenants"), and Supplemental Declaration of Covenants for the Owners Counsel of Spruce Creek South ("Supplemental Declaration").

Section 3 - Members. The members of the Council ("members") shall consist of all the parcel owners in the Spruce Creek South Community located in Marion County, Florida ("Spruce South Creek") and one member designated by Spruce Creek Golf, LLC., a Florida limited liability company ("Developer").

Section 4 - Voting. Each parcel owner shall have one and the Developer shall have one vote. All votes may be exercised or cast in such manner as may be provided in these Bylaws. The parcel owners shall not be entitled to vote on any matter before the Board of Directors of the Council ("Board"), except as otherwise set forth in these Bylaws.

ARTICLE II - MEETINGS

Section 1 - Meetings. All meetings of the membership and the Board shall be held at such place as may be permitted by law and from time to time fixed by the Board and set forth in the notices of meeting. Members of Spruce Creek South may attend any meeting of the Council and meeting of the Board. However, the Chair of the meeting shall have the right to limit speakers to a specific time of not less than two (2) minutes each and no member shall be permitted to speak on the same subject more than once during any meeting until all other speakers have been heard, unless otherwise decided by the Chair.

Section 2 - Members Meetings. Regular Meetings of the members of the Council shall be held at dates, times and places fixed by the Board. The annual meeting of members shall be held in December of each year at a date, time and place fixed by the Board. Notice of the meeting, which shall include an agenda, shall be addressed to the members at their last known e-mail address according to the Council's records and sent electronically to each member not less than fourteen (14) days prior to the meeting.

Election of members of the Board of Directors of the Council shall take place at the annual meeting of members.

Section 3- Special Meetings. Special meetings of the members, for any purpose or purposes, whether or not specifically required by these Bylaws or the Articles of Incorporation may be called by the President, Secretary, or a majority of the Board of Directors.

Section 4 - Special Meeting Business. No business shall be transacted at any special meeting except as stated in the notice thereof. Notice shall be given by the Secretary of all special meetings, or if the Secretary shall fail to do so, by the President or the Board, not less than fourteen (14) days before the date of the meeting stating the date, time and place of the meeting and the purpose or purposes thereof. Notices shall be sent by electronic mail and addressed to the members at their last known e-mail address according to the Council's records, within the prescribed time.

Section 5 - Quorum. Members present entitled to at least twenty percent (20%) of the total number of votes of the Council shall constitute a quorum.

Section 6 - Majority Vote. When a quorum is present at any meeting, the holders of a majority of the voting interests present in person or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by express provision of the Declaration of Covenants, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case the express provision shall govern and control.

Section 7 - Proxies. Members may vote in person or by proxy. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period of longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the member executing it. A general power of attorney shall not be used as a proxy or for voting on behalf of a member.

Section 8 - Order of Business. The order of business at all meetings shall be as prescribed in the agenda prepared by the Board of Directors and submitted to the members with the notice of each meeting.

ARTICLE III - BOARD OF DIRECTORS

Section 1 – Number and Term. The affairs of the Council shall be managed by a Board of Directors (“Board”) which shall consist of ten (10) directors elected by the members of the Council (excluding the member designated by the Developer) plus one director designated by the Developer. The director designated by the Developer shall serve until such time that he or she is replaced by the Developer. The directors of the Board of the Council (excluding the director designated by the Developer) shall be elected from districts at the annual meeting of the members of the Council in the

manner provided in these Bylaws. The members of the Board, their terms of office, the manner of election, and the method of removal and filling vacancies shall be as set forth in the Articles of Incorporation and these Bylaws. Board Members shall serve until the earlier of the following: they are no longer qualified to be a member of the Council (in that they are no longer a parcel owner in Spruce Creek) or the next annual meeting of the members of the Council. Provided however, that the terms of the directors may be staggered so that each year, five (5) directors shall be subject to election as set forth in these Bylaws. Staggered terms shall be as designated by the Board.

Section 2 - Districts. The districts 1 through 8 shall be the areas designated as Zones #1 through # 8 as established by the developer, and the districts for the Directors elected at-large shall be district 9 and district 10. The district boundaries may be amended and modified amendment to these Bylaws by the Board provided that the Director designated by the Developer is among the Directors voting in favor of the amendment and modification.

Section 3 - Annual Meeting. The annual meeting of the Board shall be held immediately following the annual meeting of the members and at the same place. At the annual meeting of the Board, the election of officers shall take place.

Section 4 - Regular and Special Meetings. Regular meetings of the Board will be held not less frequently than quarterly and special meetings may be called by the President or a majority of the Board. Notice of regular and special meetings of the Board shall be given to each Director by electronic mail or hand delivery, or by United States mail, postage pre-paid and addressed to the Director at his or her last known address according to the Council's records sent at least three (3) days prior to the meeting. Members of the Board may waive notice by written consent. All meetings of the Board shall be open to all members of the Council, who shall be given written notice at least forty-eight (48) hours prior to such meeting by posting on the _____ except in the case of an emergency.

Section 5 - Quorum. At all meetings of the Board, Directors present entitled to at least fifty percent (50%) of the total number of votes of the Board members shall constitute a quorum. A quorum shall be required for all meetings of the Board.

Section 6- Voting. When a quorum is present at any Board meeting, the holders of a majority of the voting interests present shall decide any question brought before the meeting, unless the question is one upon which by express provision of the Declaration of Covenants, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case the express provision shall govern and control.

Section 7 - Order of Business. The order of business of all meetings of the Board shall be as prescribed in an agenda furnished each member of the Board by the President, Secretary or other officer.

Section 8 - Powers and Duties. The Board shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of the Council and for the exercise of its rights, powers, duties and functions. The Board of Directors is specifically authorized to recommend the adoption or amendments to rules and regulations and statements of policy, not inconsistent with the Restrictions and Covenants, the Supplemental Declaration. The Board may do or cause to be done all other lawful acts and things that are not by law, the Restrictions and Covenants, the Supplemental Declaration, these Bylaws or the Articles of Incorporation or otherwise, directed or required to be done or exercised by the members of the Council.

Section 9 - Recall. Any member of the Board may be recalled at any time, with or without cause, by the parcel owners. The member of the Board designated by the Developer may be recalled at any time, with or without cause, by the Developer.

Section 10 - Filling Board Vacancies. Any vacancy on the Board shall be filled by the members at their next meeting.

ARTICLE IV – OFFICERS

Section 1 - Officers. The officers of the Council, their terms of office, the manner of election, and the method of removal and filling vacancies shall be as set forth in the Articles of Incorporation and these Bylaws. The officers shall serve until they are replaced by the Board.

Section 2 - President. The President shall be the Chief Executive Officer of the Council and shall preside at all meetings of the members and act as Chair of the Board of Directors. The President shall have the general powers and duties usually vested in the office of President, including, but not limited to, the power to appoint committees and committee members from among all the parcel owners in the Condominium Associations from time to time as deemed appropriate to assist in the conduct of the affairs of the Council. The President shall execute such contracts, and other instruments, in the name and on behalf of the Council and under its corporate seal, when a seal is required, except when such documents are required or permitted by law to be otherwise executed and except when the signing and execution thereof shall be delegated by the Board of Directors to another officer or agent of the Council.

Section 3 - Vice-President. The Vice-President shall be vested with all of the powers required to perform all the duties of the President in the President's absence, and such other duties as may be prescribed by the Board of Directors.

Section 4 - Secretary. The Secretary shall keep, or cause to be kept, the minutes of all proceedings of the Board and the members and to maintain all correspondence with the Council. The Secretary shall attend to the giving and serving of all notices to the members and Directors of the Council and other notices required by law. The Secretary shall have custody of the seal of the Council and affix it to instruments requiring a seal when duly signed. The Secretary shall keep, or cause to

be kept, the records of the Council, except those of the Treasurer, and shall perform all of the duties incident to the office of Secretary of an Council and as may be required by the Directors or the President. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent.

Section 5 - Treasurer. The Treasurer shall have responsibility for all property of the Council, including funds, securities and evidences of indebtedness. The Treasurer shall maintain the Council's checking and savings accounts and pay all authorized expenditures as set forth herein. The Treasurer shall keep, or cause to be kept, the books of the Council in accordance with good accounting practices; and shall perform all other duties incident to the office of Treasurer. Three (3) officers of the Council shall be named signatories on the Council's accounts and all checks must be signed by any two (2) of the named officers.

Section 6 - Other Officers. The Board of Directors may create and appoint such other and additional officers as they shall, from time to time, deem necessary and appropriate to assist with the affairs of the Council.

Section 7 - Removal of Officers. Any officer may be removed at any time, with or without cause, upon a favorable vote of a majority of the Board of Directors.

Section 8- Filling Vacancies. Any vacancy of any office shall be filled by the Board at its next meeting.

ARTICLE V – INSPECTION OF RECORDS

The Council shall maintain appropriate records, current copies of the Restrictions and Covenants, the Supplemental Declaration, the Articles of Incorporation, Bylaws, rules and regulations, and other documents information for the Council. All such records and documents shall be open to inspection by the members or their authorized representative at all reasonable times.

ARTICLE VI – COMMITTEES

The Board shall be authorized to appoint various committee chairs who shall be authorized to appoint the members of their committees. Members of committees need only be parcel owners in Spruce Creek South and need not be members of the Council. Committees shall have no powers other than to make recommendations to the Board.

ARTICLE VII – AMENDMENTS

Amendments to these Bylaws may be proposed by any member in writing to the Board. An affirmative vote by at least sixty five percent (65%) of the total number of votes of the Board shall be necessary to amend these Bylaws and shall include the affirmative vote of the Director designated by the Developer.

ARTICLE VII - PARLIAMENTARY RULES

Robert’s Rules of Order – most current revision shall govern all meetings of the Council.

ARTICLE VIII - SEVERABILITY

If any paragraph, sentence, clause or portion thereof or any provision of these Bylaws shall be held invalid, it shall not affect the validity of the remaining parts thereof.

THE FOREGOING were adopted as the Bylaws of the Owners Council of Spruce Creek South, Inc., a corporation not-for-profit under the laws of the State of Florida, at the first meeting of the Board of Directors.

Secretary

APPROVED:

President