

BY-LAWS
OF TURNBERRY PLACE AT BLUEWATER BAY
PROPERTY OWNERS ASSOCIATION, INC.

** OFFICIAL RECORDS **
BK 1721 PG 1415

ARTICLE ONE
Association

SECTION 1.1. CLASSES OF MEMBERSHIP AND VOTING. The Association shall have two classes of voting membership.

A. Class A. Class A member shall be all Owners, with the exception of the Declarant while Declarant is a Class B member, and shall be entitled to one vote for each Residence owned. When more than one person or entity holds an interest in any Residence, the vote for such Residence shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Residence.

B. Class B. The Class B member shall be the Declarant and its designated successors and assigns and shall be entitled to three (3) votes for each Lot or Residence owned. The Class B membership shall cease and be converted to Class A membership when Declarant or its designated successor or assigns no longer is the record Owner of a Lot or Residence, on December 31, 1997, or when the Declarant surrenders control to other owners, whichever occurs first.

SECTION 1.2. ASSOCIATION. Turnberry Place at Bluewater Bay Property Owners Association, Inc. (the "Association") shall be a nonprofit corporation.

SECTION 1.3. DEFINITIONS. The terms defined in the Restated and Amended Covenants and Restrictions Single Family Subdivisions in Turnberry Place at Bluewater Bay, as amended, (the "Covenants and Restrictions") shall have the same meaning when used in these By-Laws, unless the context requires otherwise.

ARTICLE TWO
Meetings of the Owners

SECTION 2.1. PLACE OF MEETINGS. Meetings of the Owners may be held at any place, within Okaloosa County, Florida, as may be determined by the Board of Directors.

SECTION 2.2. ANNUAL MEETINGS. The annual meeting of Owners shall be held on the day and at the time and place as shall be determined by the Board of Directors. The annual meeting shall be for the purpose of electing persons to the Board of Directors and transacting any and all business that may properly come before the meeting.

SECTION 2.3. SUBSTITUTE ANNUAL MEETING. If the annual meeting is not held as designated in Section 2.2, any business, including the election of Directors, which might properly have been acted upon at the meeting may be acted upon at any subsequent Owners's meeting held pursuant to these By-Laws.

SECTION 2.4. SPECIAL MEETINGS. Special meetings of the Owners may be called at any time by the President, the Board of Directors, or by the Owners having fifty percent (50%) or more of all the votes in the Association.

SECTION 2.5. NOTICE OF MEETINGS. Unless waived as provided in Section 7.8, notice of each Owners meeting stating the place, time and purpose of the meeting shall be delivered not less than fourteen (14) days in the case of the annual meeting and seven (7) days in the case of any other meeting before the meeting, either personally or by mail, by or at the direction of the President or Secretary or other person calling the meeting, to each Owner of record at such address or addresses as any of them may have designated, or, if no other address has been so designated, at the address of their respective residences.

SECTION 2.6. QUORUM. A quorum shall be deemed present throughout any meeting of the Owners until adjourned if Owners, in person or by proxy entitled to cast more than one-third of the votes in the Association are present at the beginning of such meeting. A majority of the votes cast at a duly constituted meeting, in person or by proxy, shall be binding on all Owners.

SECTION 2.7. PROXIES. The vote of any Owner may be cast pursuant to a proxy or proxies duly executed by or on behalf of all the Owners of a Residence. No such proxy shall be revocable except by written notice delivered to the Association by the Owner(s).

SECTION 2.8. PRESIDING OFFICER. The President shall serve as Chairman of every Owners meeting. The Chairman shall appoint such persons as he deems necessary to assist with the meeting.

SECTION 2.9. ADJOURNMENTS. Any meeting of the Owners, whether or not a quorum is present, may be adjourned by the holders of a majority of the votes represented at the meeting to reconvene at a specific time and place. It shall not be necessary to give any notice of the reconvened meeting, or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is represented or present, any business may be transacted which could have been transacted at the meeting which was adjourned.

SECTION 2.10. ACTIONS OF OWNERS WITHOUT A MEETING. Any action which may be taken at a meeting of the Owners may be taken without a meeting in accordance with Section 617.0701(4), Florida Statutes, as amended from time to time.

ARTICLE THREE The Board of Directors

SECTION 3.1. GENERAL POWERS. The Board of Directors shall have the power and authority to manage the affairs of the Association. In addition, the Board of Directors shall have all the powers vested in it pursuant to common law, Chapter 617 et seq. Florida Statutes, together with the powers granted to it pursuant to the Covenants and Restrictions, the Articles of Incorporation, and these By-Laws.

SECTION 3.2. NUMBER, ELECTION AND TERM OF OFFICE. The number of Directors of the Association shall be not less than three (3) nor more than five (5), the precise number to be fixed by resolution of the Board from time to time. Except as provided in Section 3.4, the Directors shall be elected by the affirmative vote of a majority of the votes cast at the annual meeting. Each Director, except in case of death, resignation, retirement, disqualification, or removal, shall serve for a term of two years until his successor shall have been elected and qualified. Directors need not be Owners.

SECTION 3.3. REMOVAL. Any Director may be removed from office with or without cause by the affirmative vote of the holders of a majority of the votes in the Association. Removal of a director may take place at any Owner's meeting with respect to which notice of such purpose had been given; and a removed Director's successor may be elected at the same meeting to serve for the unexpired term.

SECTION 3.4. VACANCIES. A vacancy occurring in the Board of Directors, except by reason of removal of a Director, may be filled for the unexpired term, or until the Owners shall have elected a successor, by affirmative vote of a majority of the Directors remaining in office though less than a quorum of the Board of Directors.

SECTION 3.5. COMPENSATION. Directors shall not receive compensation for their services as Directors. A Director may serve the Association in a capacity other than that of Director and receive compensation, as determined by the Board of Directors, for services rendered in that other capacity.

SECTION 3.6. COMMITTEES OF THE BOARD OF DIRECTORS. The Board of Directors by resolution adopted by a majority of the Board of Directors may designate from among its members an executive committee and one or more other committees. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee.

ARTICLE FOUR Meeting of the Board of Directors

SECTION 4.1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held immediately after the annual meeting of Owners or any meeting held in lieu thereof. In addi-

tion, the Board of Directors may schedule other meetings to occur at regular intervals throughout the year.

SECTION 4.2. SPECIAL MEETINGS. Special Meetings of the Board of Directors may be called by or at the request of the President, or in his absence by the Secretary of the Association, or by any two Directors in office at that time.

SECTION 4.3. PLACE OF MEETINGS. Directors may hold their meetings at any place within or outside the State of Florida as the Board of Directors may from time to time establish for regular meetings or as is set forth in the notice of special meeting or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

SECTION 4.4. NOTICE OF MEETINGS. No notice shall be required for any regular scheduled meeting of the Directors of the Association. Unless waived as contemplated in Sections 4.7 and 7.8, the President or Secretary of the Association or any Director thereof shall give notice to each Director of each special meeting stating the time, place and purpose of the meeting. Such notice shall be given by mailing a notice of the meeting at least five (5) days before the date of the meeting, or by telephone, telex, telegram, cablegram or personal delivery at least three (3) days before the date of the meeting. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called and so states at the beginning of the meeting or promptly upon his or her arrival at the meeting.

SECTION 4.5. QUORUM. A quorum shall be deemed present throughout the meeting of the Board of Directors if a majority of the number of Directors prescribed by these By-Laws is present at the beginning of the meeting.

SECTION 4.6. VOTE REQUIRED FOR ACTION. Except as otherwise provided in these by-laws, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

SECTION 4.7. ACTION OF DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto shall be signed by all Directors and such written consent if filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

SECTION 4.8. ADJOURNMENTS. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the

reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE FIVE
Officers

** OFFICIAL RECORDS **
BK 1721 PG 1419

SECTION 5.1. NUMBER. The executive officers of the Association shall consist of a President, one or more Vice-Presidents as determined or designated by the Board of Directors, a Secretary and a Treasurer. The Board of Directors shall from time to time create and establish the duties of such officers and elect such other officers or assistant officers as it deems necessary for the efficient management of the Association, but the Association shall not be required to have at any time any officers other than a President, Secretary and Treasurer.

SECTION 5.2. ELECTION AND TERM. All executive officers shall be elected by the Board of Directors and shall serve at the will of the Board of Directors and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification. The officers need not be Owners.

SECTION 5.3. COMPENSATION. The compensation of all executive officers of the Association shall be fixed by the Board of Directors.

SECTION 5.4. REMOVAL. Any officer may be removed by the Board of Directors with or without cause at any time.

SECTION 5.5. PRESIDENT. The President shall be the chief executive officer of the Association and shall have the general supervision of the business of the Association. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform such other duties as may from time to time be delegated to him by the Board of Directors and shall preside over the meetings of the Board of Directors.

SECTION 5.6. VICE-PRESIDENTS. A Vice-President shall, in the absence or disability of the President, or at the direction of the President, perform the duties and exercise the powers of the President. If the Association has more than one Vice-President, the one designated by the Board of Directors shall act in lieu of the President. Vice-Presidents shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign.

SECTION 5.7. SECRETARY. The Secretary shall keep accurate records of the minutes of all meetings of the Owners and the Board of Directors. He or she shall have authority to give all notices required by law or these By-Laws and to authenticate records of the Association. The Secretary shall be custodian of

the Association books, records, contracts and other documents. The Secretary may sign such instruments as may require his or her signature. The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign.

SECTION 5.8. TREASURER. The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep the financial records and books of account and shall make such reports of the same to the Board of Directors and President upon request. The Treasurer shall perform whatever additional duties and have whatever additional power the Board of Directors may from time to time assign.

SECTION 5.9. ASSISTANT SECRETARY AND ASSISTANT TREASURER. The Assistant Secretary and Assistant Treasurer shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and as may be assigned to them by the Board of Directors. Specifically, the Assistant Secretary may attest the signature of any officers of the Association.

ARTICLE SIX
Assessments

**** OFFICIAL RECORDS ****
BK 1721 PG 1420

SECTION 6.1. ANNUAL ASSESSMENTS. Prior to the beginning of each fiscal year, the Board of Directors shall prepare an estimated budget for the next fiscal year. The assessment shall be a lien against each Residence as provided in the Covenants and Restrictions. The assessment shall be due from each Owner payable either annually, quarterly or monthly, in advance, as the Board of Directors shall determine. The Board of Directors may amend the annual assessment if they determine it to be insufficient. If the Board of Directors fails to make any annual assessment, the Owners shall pay the amount of the previous annual assessment.

SECTION 6.2. SPECIAL ASSESSMENT. The Board of Directors may impose such special assessments in the amount and provide for the time of payment as it may determine.

SECTION 6.3. RATE OF ASSESSMENT. All assessments shall be levied against the Owners as provided in the Covenants and Restrictions.

SECTION 6.4. PENALTY IS ADDITIONAL ASSESSMENT. Any penalty properly assessed will be collected as an additional assessment.

ARTICLE SEVEN
Miscellaneous

SECTION 7.1. FISCAL YEAR. The Board of Directors is authorized to fix the fiscal year of the Association and to change the same from time to time as it deems appropriate.

SECTION 7.2. INSPECTION OF BOOKS AND RECORDS. Owners and their mortgagees, if applicable, may inspect the records of receipts and expenditures of the Association upon reasonable notice and during normal business hours. Any Owner shall be furnished a statement of his account setting forth the amount of any unpaid assessments or other charges due and owing from such Owner.

SECTION 7.3. DELEGATION OF POWERS AND DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors may engage the services of a manager or managing agent, or both; and delegate all of its powers and duties to such manager or managing agent, or both; provided the delegation of such powers and duties shall not relieve the Board of Directors of its responsibility under the Covenants and Restrictions.

SECTION 7.4. PERSONNEL. The Board of Directors may designate and remove personnel necessary to carry out the provisions of these By-Laws and the Covenants and Restrictions. Nothing in this provision shall restrict the power of the Board of Directors to contract with its agents.

SECTION 7.5. RULES AND REGULATIONS. The Board of Directors may adopt and amend, from time to time, administrative rules and regulations governing the operation and use of the Common Areas and other areas described in the Covenants and Restrictions. The Board may also establish fines for financial penalties for violation of its rules. Such fines may be collected as additional common assessments and may be collected as an assessment under the Association documents.

SECTION 7.6. AMENDMENT OF BY-LAWS. The By-Laws may be amended by a majority of the votes cast at a duly constituted meeting of Owners for such purpose or by written consent of Owners holding a majority of the votes in the Association.

✓ **SECTION 7.7. INDEMNIFICATION.** The Association shall indemnify directors and officers and hold them harmless from claims and liabilities subject to and in accordance with the provisions of Sections 617.0831 and 607.0850, Florida Statutes, as amended from time to time.

SECTION 7.8. WAIVER. Whenever any notice is required to be given to any Owner or Director by law or by these By-Laws or the Covenants and Restrictions, a waiver thereof in writing signed by the Director or Owner entitled to such notice or signed by the proxy of such Owner, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

IN WITNESS WHEREOF, these Bylaws have been executed this 18th
day of December, 1992.

** OFFICIAL RECORDS **
BK 1721 PG 1422

Witnesses:

Shirley K. Small
Shirley K. Small
Janelle G. Vaughn
Janelle G. Vaughn

Joseph C. Stubbs
Joseph C. Stubbs, Director

Shirley K. Small
Shirley K. Small
Janelle G. Vaughn
Janelle G. Vaughn

Jean O. Rivard
Jean O. Rivard, Director

Shirley K. Small
Shirley K. Small
Janelle G. Vaughn
Janelle G. Vaughn

Thomas C. Crawford
Thomas C. Crawford, Director

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Joseph C. Stubbs, Jean O. Rivard and Thomas C. Crawford as Directors of Turnberry Place at Bluewater Bay Property Owners Association, Inc., to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same. They are personally known to me and did take an oath.

WITNESS my hand and official seal in the County and State of Florida last aforesaid this 18th day of December, 1992.

THIS INSTRUMENT PREPARED BY:
Gordon R. Rahmes, Jr.
Attorney at Law
P. O. Box 622
Mary Esther, FL. 32569
(904) 244-4891

By: Helene R. Harris
NOTARY PUBLIC
My Commission expires MAR. 24, 1993
Commission No.: CC095367



FILE# 1238133
OKALOOSA COUNTY, FLORIDA

REC: JAN 19 1993 @ 3:14 PM
NEWMAN C BRACKIN, CLERK

6-00
7-21-03
1-31-03


AMENDMENT TO BY-LAWS OF
TURNBERRY PLACE AT BLUEWATER BAY
PROPERTY OWNERS ASSOCIATION, INC.

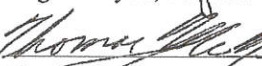
This amendment (the "Amendment") to the By-Laws of Turnberry Place at Bluewater Bay Property Owners Association, Inc. recorded in official Records book 1721 beginning at Page 1411 of the Public Records of Okaloosa County, Florida (the "By-Laws").

This Amendment is being made pursuant to Section 7.6 ("AMENDMENT OF BY-LAWS") Section 5.2 ("ELECTION AND TERM") is hereby amended to read as follows:

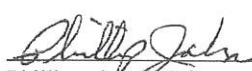
"Section 5.2. ELECTION AND TERM. All executive officers shall be elected by the Board of Directors and shall serve at the will of the Board of Directors and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification. The officers must be owners."

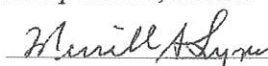
IN WITNESS WHEREOF, this Amendment has been executed this 12th day of December 2002.


Virgil E. Aylor, Director

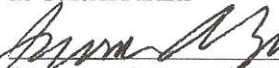

Thomas McNeal, Director


Shirley VonHaven, Director


Phillip Johnson, Director


Merrill Symonds, Director

Developer:
Bluewater Bay Development Company, Ltd.
By Europco Management Co., of America,
its General Partner

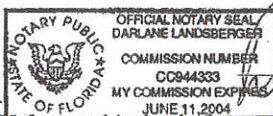

Jerome A. Zivan, President

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 8th day of January 2003, by Virgil E. Aylor who produced KNOWN TO ME as identification, Phillip Johnson who produced KNOWN TO ME as identification, Thomas McNeal who produced KNOWN TO ME as identification, Merrill Symonds who produced KNOWN TO ME as identification, Shirley VonHaven who produced KNOWN TO ME as identification as Directors of Turnberry Place Property Owners Association, Inc.

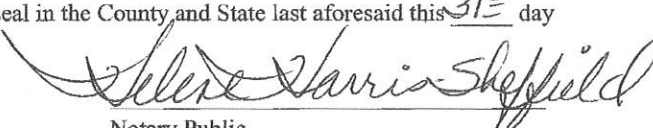
WITNESS my hand and official seal in the County and State last aforesaid this 8th day of January 2003.

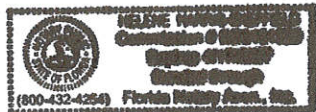
STATE OF FLORIDA
COUNTY OF OKALOOSA



I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared: Jerome A. Zivan, as President of Bluewater Bay Properties, Ltd. To me well known to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same. They are personally known to me and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 31ST day of January 2003.


Notary Public



FILE # 2056316 RCD: Sep 17 2003 @ 06:43AM
Newman C. Brackin, Clerk, Okaloosa Cnty FL