

EXHIBIT "B"

**BYLAWS
OF
MAKENNA ESTATES HOMEOWNERS ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION**

**ARTICLE I.
NAME**

Section 1.1 The name of the corporation is MAKENNA ESTATES HOMEOWNERS ASSOCIATION, INC., a not-for-profit Florida corporation (hereinafter referred to as the "Association").

**ARTICLE II.
DEFINITIONS**

Section 2.1 For ease of reference, these Bylaws shall be referred to as the "Bylaws". The terms used in these Bylaws shall have the same definition and meaning as those terms set forth in the Declaration of Covenants, Restrictions, Easements, and Assessments for Makenna Estates, to be recorded in the Public Records of Escambia County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE III.
MEETING OF MEMBERS**

Section 3.1 Annual Meetings. The annual meeting of the Members shall be held on a date, time and at a place to be determined by the Board with due and proper notice thereof as provided in Section 3.3 hereof.

Section 3.2 Special Meetings. Special meetings of the Members may be called at any time by the President, the Board of Directors, upon written request of a majority of the Members of each class, or by the holders of 25% or more of outstanding votes. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

Section 3.3 Notice of Meetings. Notices of all board meetings must be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place, written notice of each meeting of Members shall be given, by or at the direction of the Secretary or person authorized to call the meeting, by delivery or mailing a copy of such notice, postage prepaid, at least seven (7) days before such meeting, to each Member entitled to vote, addressed to the Members' addresses last appearing on the books of the Association, or supplied by such Member to the Association for the purposes of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, and the purpose of the meeting. An assessment

may not be levied at a board meeting unless the notice includes a statement assessments will be considered and the nature of the assessments. Written notices must also be provided if any special assessments will be considered or amendments of rules regarding parcel uses. In either case, written notice must be mailed, electronically transmitted and posted conspicuously on the property to Members and Owners not less than 14 days before the meeting. Any notice to Members and Owners electronically for any meetings under this Section 3.3 may be notice via facsimile or email if the Member has provided a facsimile or email address to the Association to be used for notice purposes and consented to in writing.

Section 3.4 Quorum. The presence at the meeting of Members of each class entitled to cast votes, or of proxies entitled to cast votes, equal to twenty percent (20%) of each class, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at the meeting, the Members of each class entitled to vote shall have 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 3.5 Proxies. At all meetings of Members of each class, each Member of each class may vote in person or by proxy. All proxies shall be in writing, dated, state the date, time, and place of the meeting for which it was given, and must be signed by the person authorized to execute the proxy and filed with the Secretary. Every proxy is effective only for the specific meeting for which it was originally given, as the meeting may be lawfully adjourned and reconvened from time to time and automatically expires 90 days after the date it was originally given. A proxy shall be revocable at any time and shall automatically cease upon conveyance by the Member of his Lot.

Section 3.6 Vote Required. At every meeting of the Members, the Owner or Owners of each Lot, either in person or by proxy, shall have the right to cast the number of votes to which he is entitled as set forth in the Declaration. The vote of the majority of the votes cast by those present of each class, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Declaration, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provisions shall govern and control.

Section 3.7 Order of Business. The order of business at all annual or special meetings of the Members of each class shall be as follows:

- A. Roll Call
- B. Proof of Notice of meeting or waiver of notice
- C. Reading of minutes of previous meeting
- D. Reports of officers
- E. Reports of committees
- F. Election of officers or directors (if election to be held)
- G. Unfinished business

- H. New business
- I. Adjournment

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION - TERM OF OFFICE

Section 4.1 Number. The affairs of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) Members. The first Board of Directors shall have three (3) Members.

Section 4.2 Classes. Each director will be appointed or elected to one of three classes: Class 1, Class 2, or Class 3. Directors will be elected by class to provide for staggered terms. This Section 4.2 shall not apply to Article IV, Section 4.7.

Section 4.3 Term of Office. Each member of the Board shall serve for a term of three (3) years until the next annual meeting, or until such time as his successor is chosen. The eligibility of a member to be elected for more than one (1) term shall not be abridged, excluding the initial terms as explained as follows: the initial term for Class 1 director will be for one (1) year, the initial term for the Class 2 director will be for two years, and the initial term for the Class 3 director will be for three years.

Section 4.4 Removal. Any director may be removed from the Board with or without cause, by a majority of each class of the Members of the Association entitled to vote. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board of Directors and he shall serve for the unexpired term of his predecessor. This Section 4.4 shall not apply to Board of Directors appointed by Declarant. Only Declarant shall have the right to remove a director appointed by Declarant.

Section 4.5 Compensation. No director shall receive compensation for any service she/he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in performance of his duties.

Section 4.6 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.

Section 4.7 The First Board of Directors. The first Board of Directors shall consist of three (3) persons as set forth in the Articles of Incorporation and appointed by the Declarant and who, subject to the provisions set forth hereinabove with regard to resignation and death, shall be the sole voting members of the Board of Directors of the Association and shall hold office until the earlier of the happening of the following events: (i) Declarant elects, in its sole discretion, to relinquish control of the Association to the Members; or (ii) three (3) months after 90% of Lots to be ultimately operated by the Association have been conveyed to Class A Members as defined in the Declaration. So long as Declarant owns (1) Lot in the Subdivision, Declarant shall have the

right to appoint one (1) Owner to the Board of Directors. Members, other than the Declarant, are entitled to elect at least one (1) member to the Board of Directors if fifty percent (50%) of the lots to be ultimately operated by the Association have been conveyed to Class A Members as defined by the Declaration.

ARTICLE V.
ELECTION OF DIRECTORS

Section 5.1 Elections 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 such vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving a majority of the votes cast for that office shall be elected. Cumulative voting is not permitted.

ARTICLE VI.
MEETING OF DIRECTORS

Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held annually, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 6.3 Quorum. A majority of the number of 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 the act of the Board. Directors may not vote by proxy or secret ballot except when electing officers under Section 8.2, which may be by secret ballot.

ARTICLE VII.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1 Powers. The Board of Directors shall have the power to:

A. Adopt and publish rules and regulations governing the use of the Common Area and Areas of Common Responsibility as well as the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

B. Suspend the voting rights and right to use of the Common Area or Areas of Common Responsibility by a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such right to use of the Common

Area or Areas of Common Responsibility may also be suspended and reasonable fines levied after notice and hearing, as provided in the Declaration for infraction of published rules and regulations;

C. Levy reasonable fines, not to exceed \$100.00 per violation, against any Owner, Member, occupant, licensee, tenant, guest or invitee. Such fine or suspension may not be imposed without notice of at least fourteen (14) days to the parcel Owner(s) and, if applicable, the person sought to be fined or suspended and an opportunity for a hearing before a committee of at least three (3) Members appointed by the Board who are not officers, directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director, or employee of the Association. If the committee, by majority vote, does not approve a proposed fine or suspension, it may not be imposed. If approved, the proposed fine or suspension is imposed without further Board action. If imposed, the Association must give written notice of the fine or suspension by U.S. Mail or hand delivery to the Member, Owner and tenant, occupant, guest, invitee, or licensee. Payment for any fine is due on or before five (5) days from the committee meeting approving the fine. Any suspension is effective on the date of the written notice;

D. Fine any Member because of the failure of the Member to pay assessments or other charges when due;

E. 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;

F. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

G. Employ a manager, management company, an independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefor, and authorize the purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;

H. Accept such other functions or duties with respect to the property hereunder, including Architectural Control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors;

I. Delegate to and contract with a financial institution for collection of the assessments of the Association; and

J. To prepare and file the appropriate governmental tax returns and in compliance with Revenue Ruling 70-604, the corporation elects to apply excess assessments to help reduce future years assessments. Therefore, no tax is due on the excess payment.

Section 7.2 Duties. It shall be the duty of the Board of Directors:

A. To cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members of each class, or at any special meeting when such statement is requirement in writing by fifty-one percent (51%) of each class;

B. To supervise all officers, agents and employees of the Association and to see that their duties are property performed;

C. To fix the amount of the annual assessment against each lot and to send written notice of each assessment to every Owner subject thereto at least (30) thirty days in advance of its due date and in relation thereto, to establish the Annual Budget as provided in the Declaration described hereinabove;

D. To foreclose the lien against any property for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay the same, at the election of the Board of Directors;

E. To issue or cause to be issued by an appropriate officer, 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 these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

F. To procure and maintain adequate liability insurance on property owned by the Association, and such other insurance which in the opinion of a majority of the Directors may be necessary or desirable for the Association, the policies and limits to be reviewed at least annually and increased and decreased at the discretion of the majority of the Members of the Board of Directors;

G. To cause the Common Area and Areas of Common Responsibility to be improved, repaired and maintained in accordance with the Declaration;

H. To cause all officers and any employees having fiscal responsibilities to be bonded, as the Board may deem appropriate; and

I. To fix and determine the amount of special assessments for capital improvements as set forth in the Declaration, to send written notice of each special assessment to every Owner subject thereto at least thirty (30) days in advance of the due date thereof, and to collect or cause to be collected such sum or sums as are deemed to be due by virtue of said special assessment.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 8.1 Enumeration of Officers. The officers of this Association shall be a president, secretary, and treasurer who shall at all times be members of the Board of Directors.

Section 8.2 Election of Officers. The election of officers shall take place at the meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of Members. Directors may vote for Officers by secret ballot. Any two or more offices may be held by the same person.

Section 8.3 Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until their successors are chosen and have qualified to serve unless said member shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 8.4 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 in its discretion.

Section 8.5 Standing Committees. The Board shall appoint such standing committees as are required under the Declaration, the Articles, or these Bylaws, as well as such other committees as are necessary or desirable from time to time, which committees shall exist for such periods of time, have such authority, and perform such duties as the Board may, from time to time, determine in its discretion. The prohibition of voting by proxy or secret ballot shall also apply to the meetings of a standing committee, when a final decision shall be made regarding the expenditure of funds and any body vested with power to approve or disapprove architectural decisions with respect to a specific residential parcel owned by a Member.

Section 8.6 Resignation and Removal. Any officer may be removed from office 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.7 Vacancies. A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8.8 Duties. The duties of the officers are as follows:

A. President: 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 and other written instruments and shall co-sign all checks and promissory notes.

B. Secretary: The secretary may 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 of him by the Board of Directors. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as may be required by the Board of Directors.

C. Treasurer: The treasurer shall receive 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 along with the president; keep proper books of account; cause a financial report of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX COMMITTEES

Section 9.1 The Board of Directors may, at its discretion, create such committees as it sees fit from time to time.

ARTICLE X BOOKS AND RECORDS

Section 10.1 Retention. This Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board of Directors and committees. It shall keep at its registered office or principal place of business a record of its Members, giving names and addresses of all Members.

Section 10.2 Members' Inspection Rights. Any Member, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, its relevant books and records of accounts, minutes and records of Members, and to make extracts therefrom. At the Association's option, the records of the Association may be made available electronically via the Internet or by allowing the records to be viewed in electronic format on a computer screen and printed upon request. The Association shall also allow a Member to use a portable device, such as a smartphone, tablet or other technology for scanning/taking pictures to make an electronic copy of the records in lieu of providing the Member with a copy of such records.

Section 10.3 Financial Information. Not later than ninety (90) days after the close of each fiscal year, the Association shall prepare an annual financial report showing in reasonable detail

the financial condition of the Association as of the close of its fiscal year, and a statement of sources and uses of funds.

ARTICLE XI ASSESSMENTS

Section 11.1 As more fully provided in the Declaration, except as therein provided, each member of each class is obligated to pay to the Association annual and special assessments and reserves which are secured by a continuing lien upon the property against which the assessment is made and are a personal obligation of the member of each class.

ARTICLE XII CORPORATE SEAL

Section 12.1 The Association may have a seal in circular form, having within its circumference the words: MAKENNA ESTATES HOMEOWNERS ASSOCIATION, INC., a not-for-profit Florida corporation.

ARTICLE XIII AMENDMENTS

Section 13.1 Requirements to Amend. These Bylaws may be amended at a regular or special meeting of the Members by a majority vote at a properly noticed meeting where a quorum is present. A quorum shall be twenty percent (20%) of the total voting interest of the Association or proxy except as otherwise provided in the Declaration. An Owner must be current on all its Assessments and financial accounting to be eligible to vote.

Section 13.2 Proposed Amendments. Any proposal to Amend the Declaration, Articles of Incorporation, Bylaws, or any amendments or supplements thereto ("Governing Documents") must contain the full text of the provision to be amended and may not be revised or amended by reference solely to the title or number. Proposed new language must be underlined and proposed deleted language must be stricken. If the proposed change is so extensive that underlining and striking through language would hinder, rather than assist, the understanding of the proposed amendment, a notation must be inserted immediately preceding the proposed amendment in substantially the following form: "Substantial rewording. See governing documents for current text." An amendment to a Governing Document is effective when recorded in the public records of the county in which the community is located. An immaterial error or omission in the amendment process does not invalidate an otherwise properly adopted amendment.

Section 13.3 Conflict. 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, the Articles of Incorporation, and/or these Bylaws, the Declaration shall control.

ARTICLE XIV
DEADLOCK

Section 14.1 Should deadlock, dispute or controversy arise among the Members of Directors of the Association in regard to matters of management and company policy and should the Members, by using their legal power and influence as Members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the Members to arbitration.

Section 14.2 Should the Members or Directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

Section 14.3 Notice shall be given at such objecting or dissenting Members that such deadlock exists within fifteen (15) days of such deadlock, by certified mail, postage prepaid, addressed to the remaining Members at the addresses listed on the Association books.

Section 14.4 The Members shall then select an arbitrator within sixty (60) days of the receipt of such notice of deadlock, upon a unanimous vote of the shares of stock outstanding and entitled to vote. The Members shall reserve the right to replace the arbitrator by unanimous vote of the Owners entitled to vote.

Section 14.5 Should the Members be unable to select an arbitrator or a successor arbitrator, the deadlock, dispute or controversy shall be resolved in accordance with the Florida Arbitration Code, Section 682 of the Florida Statutes.

Section 14.6 The decision of the arbitrator shall be final and binding upon all Members. The Members shall vote their shares as the arbitrator shall direct.

Section 14.7 To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the Members to vote as the arbitrator has determined.

ARTICLE XV
MISCELLANEOUS

Section 15.1 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation of the Association.

Section 15.2 Indemnification. The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Section 15.3 Insurance. The Board of Directors may, but is not required to, elect to carry a policy of officers and directors' liability insurance, insuring the officers and directors against any

claims made against them whatsoever, except claims of willful negligence and misfeasance of office.

IN WITNESS WHEREOF, we, the directors of MAKENNA ESTATES HOMEOWNERS ASSOCIATION, INC., a not-for-profit Florida corporation, have hereunto set our hands this 14th day of January, 2019 for and on behalf of the Association.



E. Todd Stafford, President

CERTIFICATION

I, the undersigned, do hereby certify that I am duly elected and acting Secretary of MAKENNA ESTATES HOMEOWNERS' ASSOCIATION, INC., a not-for-profit Florida corporation, and that the foregoing Bylaws constitute the original Bylaws of the said Association, as duly adopted at the meeting of the Board of Directors thereof, held on this 14th day of January, 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Association this 14th day of January, 2019.


Ronnie Rainwater, SECRETARY

Executed and declared in the presence of: