

**AMENDED AND RESTATED**  
**BY-LAWS**

2020

Of

**GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC.**

**A Corporation Not-for-Profit**

**Substantial Rewording of By-Laws.  
See By-Laws, Articles I through XV  
for present text**

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**ARTICLE I  
NAME OF ASSOCIATION**

The name of the Association is GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC. The principal office of the Association shall be located at 130 Gulf Highlands Boulevard, Panama City Beach, Florida. The mailing address of the Association is Post Office Box 9422, Panama City Beach, Florida 32417.

**ARTICLE II  
DEFINITIONS**

All terms used herein which are defined in the Declaration of Covenants, Conditions and Restrictions of Gulf Highlands, recorded on September 24, 1985 at Book 1046, Page 1399 in the Official Records of Bay County, Florida, as may have been or be amended or superseded ("Declaration") shall be used herein with the same meanings as defined in the Declaration unless the context clearly dictates otherwise. In addition, the following definitions shall apply in these By-Laws unless the context clearly dictates otherwise.

**Section 1.** "Association" shall mean and refer to Gulf Highlands Beach Resort Homeowners' Association, Inc., its successors and assigns.

**Section 2.** "Board" shall mean the Board of Directors of the Association.

**Section 3.** "Common Area" shall mean all real property provided for the common use and enjoyment of the Owners of the Townhouse Parcels.

**Section 4.** "Director" shall mean a member of the Board.

**Section 5.** "Issue(s)" - A Motion, Petition, Resolution or Proposal being presented for consideration by the Board or Members at a meeting.

**Section 6.** "Lot" shall mean, refer to and be synonymous with Townhouse Parcel as defined in the Declaration.

**Section 7.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**Section 8.** "Properties" shall mean and refer to that certain real property described in the Declaration, and such additions and annexations as may hereafter be brought within the jurisdiction of the Association.

**Section 9.** "Townhouse Parcel Owner" or "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

### **ARTICLE III MEETING OF MEMBERS**

**Section 1. Annual Meeting.** The annual meeting of the Members shall be held the second Saturday of October, at the hour of 10:00 a.m. (Central Time).

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by the President, the Board, or upon written request of a majority of the total number of voting interests in the Association.

**Section 3. Notice of Meetings.** Written notice of each meeting of the Members shall be given by or at the direction of the Secretary or persons authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least fifteen (15) days prior to such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in case of a special meeting the purpose of the meeting.

**Section 4. Quorum.** A quorum at any meeting of the Members of the Association shall consist of one-third of the total number of voting interests in the Association, either through each member being present in person or by virtue of a general or limited proxy.

**Section 5. Proxies.** At all meetings of Members, each Member may vote in person or by limited proxy, except that limited proxies may not be used in the election of Directors. Each limited proxy shall be in writing and filed with the Secretary prior to the meeting for which it will be used. A proxy shall be revocable at any time at the pleasure of the Owner who executes it and shall automatically cease upon conveyance by the Member of Member's right, title and interest in the Member's Lot. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. A proxy shall not be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given.

**Section 6. Special Agenda Items for Annual Homeowners' Meeting.** A Member may present Issue(s) to the Board for possible inclusion on the ballot or agenda of any Owners' meeting providing the request is received by the Board for consideration at least thirty (30) days before the July meeting of the Board. No Issue submitted shall be contrary to or violate any provision of the Association's Declaration, Articles of Incorporation, By-Laws, or Florida law. If the Board approves, the Issue will be included on the proxy or on the agenda of the meeting as appropriate.

If the Board disapproves the request, a Member may still cause the Issue to be placed on the applicable proxy or included in the Owners' meeting agenda if, prior to August 1 of the year in which the Issue is submitted to the Board, the Owner submits a petition containing the valid signatures of at least ten percent (10%) of the total voting interests of all Association Members to the Association office.

### **ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

**Section 1. Number.** The affairs of this Association shall be managed by a Board of seven (7) Directors, who must be Members of the Association.

**Section 2. Term of Office.** Each Director shall be elected to a two-year term. Three Directors shall be elected each even numbered year for a two-year term and four Directors shall be elected each odd numbered year for a two-year term.



**Section 3. Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the total number of voting interests in the Association cast by the Owners in person at a meeting of the Owners or by proxies that the Owners personally cast. In the event of death, resignation or removal of a Director, the successor shall be selected by the remaining members of the Board and shall serve the unexpired term of the predecessor.

**Section 4. Compensation.** No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties. A Director may be reimbursed for travel expenses, including, but not limited to, mileage (at a reasonable rate, using standard IRS rules) and accommodations, phone calls, faxes, copies, and the like, and any other expenses incurred on behalf of the Association.

**Section 5. Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting at which they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE V NOMINATION AND ELECTION OF DIRECTORS**

**Section 1. Nomination.** Nominations for the Board of Directors shall be delivered in writing to the Secretary or the Association Office prior to the first day of July each year preceding the annual meeting for which the nomination is to be effective. Written notice shall be by one of the following methods of communication: prepaid delivery service such as US Postal Service, courier services, facsimile, or e-mail. Nominations may also be made from the floor at any annual meeting.

**Section 2. Election.** Owners shall vote for Directors in person or by a ballot that the owner personally casts and that is delivered at or before the applicable meeting. Each Lot shall have only one vote. The persons receiving the highest number of votes shall be elected. Elections shall occur at the Member's Annual Meeting.

## **ARTICLE VI MEETINGS OF DIRECTORS**

### **Section 1. Board Meetings**

**a. Regular Meetings.** Regular meetings of the Board of Directors shall be at the discretion of the Board of Directors, set at the first meeting of the fiscal year, and shall be open to all Townhouse Parcel Owners. Notices of regular meetings shall be posted at the Association's principal office as defined in Article I of this document at least forty-eight (48) hours in advance of each meeting, except in an emergency.

**b. Special Meetings.** Special meetings of Board shall be held if called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director, unless notice of said meeting is waived by each Director. Notices of meetings shall be posted at the Association's principal office.

**c. Notice.** Written notice of each special meeting of the Directors shall be given by or at the direction of the Secretary or persons authorized to call a meeting by documented notification in person, or by the use of two of the following four methods of communication:

- (1) mailing a copy of such notice via U.S. Postal Service postage prepaid,
- (2) facsimile,
- (3) e-mail, or
- (4) telephone call (with a record of such call being documented of the date, time, and nature of call).

**Section 2. Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act and/or decision done or made by a majority of the Directors present at duly held meeting, at which a quorum is present, shall be regarded as the act of the Board.

**Section 3. Notice of Assessments.** Notice of any meeting in which assessments against Townhouse Parcels are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

## **ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have the power to:

a. adopt and publish rules and regulations governing the Common Area and facilities, and the personal conduct of the members, and their guests, licensees and invitees thereon; and to establish fines and/or penalties and a procedure for the imposition for infractions of the By-laws and such rules and regulations of the Association;

b. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not specifically reserved to the membership by other provisions of these By-laws, the Articles of Incorporation or the Declaration.

c. declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board, providing such absence is not excused by the Board.

**Section 2. Duties.** It shall be the duty of the Board to:

a. cause to be kept a complete record of all its acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-half (1/2) of the Members who are entitled to vote;

b. supervise all officers and agents of the Association and to see that their duties are properly performed;

c. as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period, and levy and assess any special assessments as necessary for proper maintenance, repair, and replacement of all Common Area, the improvements located thereon, and to provide for the collection of said assessments;

(2) send written notice of each annual assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the owner personally obligated to pay the same.

d. 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 such certificates. If a certificate states that an assessment has been paid, then such certificate shall be conclusive evidence of such payment;

e. secure the following types of insurance coverage covering all real property in the common areas:

- (1) Fire and extended coverage insurance.
- (2) Liability insurance.
- (3) Windstorm insurance.
- (4) Flood insurance, as determined by the Board of Directors.

f. cause all Directors, officers or employees having fiscal responsibilities to be bonded as it may deem appropriate;

g. maintain liability insurance on all past and present officers and Directors in accordance with Article XV of these By-Laws; and

h. maintain workmen's compensation coverage as required by law.

## **ARTICLE VIII OFFICERS AND THEIR DUTIES**

**Section 1. Association Officers.** The officers of the Association shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. Any officer must be a Member of the Association.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board following each annual meeting of the members.

**Section 3. Term.** The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 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.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignations 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 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the unexpired term of the officer he or she replaces.

**Section 7. Multiple Offices.** One person may be elected to hold more than one office if the Directors so elect. Such election shall follow the standard set forth in this Article, Section 1.

**Section 8. Duties.** The duties of the officers are as follows:

a. **President:** The President shall preside at all meetings of the Board and shall see that orders and resolutions of the Board are carried out. The President:

(1) may vote when voting by secret ballot;

(2) may vote when the President's vote will affect the result (to cause or break a tie), such vote to be cast following all other Board votes;



(3) is not obligated to vote at any time, regardless if his or her vote could change the outcome;

(4) cannot vote twice - once as a member of the Board and a second time as the chair;

(5) shall not discuss issues brought before the Board at any meeting while serving as the chair of the meeting, but shall provide a neutral stance on all issues;

(6) may participate in debate after relinquishing the chair to the Vice-President and only if the Vice-President has not spoken on the issue. If the president relinquishes the chair to debate an Issue, he or she cannot return until the matter is decided by vote.

b. **Vice-President:** The Vice-President shall act in the place and stead of the President in the event of absence, inability, relinquishment, or refusal to act and shall exercise and discharge such other duties as may be required of him or her by the Board.

c. **Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; cause the corporate seal of the Association to be held in a secure place and cause it to be affixed on all papers requiring said seal; serve notice of meetings of the Board and the membership; cause the appropriate current records to be kept showing the members of the Association together with their addresses; and perform such other duties as required by the Board.

d. **Treasurer:** The Treasurer shall cause to be received and deposited in appropriate bank accounts all monies of the Association and shall cause to be disbursed such funds as directed by resolution of the Board of directors; cause to be kept proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of the fiscal year; and shall oversee the preparation of an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting and deliver a copy of same to each member. The Treasurer shall cause the reimbursement or be responsible for the reimbursement of actual expenses of any Director as described in Article IV, Section 4, herein.

## ARTICLE IX COMMITTEES

The Board shall appoint such committees as deemed appropriate in carrying out its purpose. Standing committees (with subcommittees, if necessary) are named below. Committees are established and chairpersons appointed by the Board. Committee chairpersons are reappointed and committees restaffed each year following the election of Directors. Committee members shall consist of interested volunteer homeowners. Committee members serve at the pleasure of the committee chairperson. The chairperson may add or remove members from his/her committee with or without cause. A committee may have one or more subcommittees under its purview as deemed necessary. The chairperson controls the number of members that make up a committee or subcommittee; however, all committees must have at least two members. A subcommittee chairperson must be a homeowner; however, he/she does not have to be a Director or officer so long as he/she is overseen by a committee chairperson who is a Director or officer. Committees are to hold meetings, the proceedings of which must be recorded in minutes for submission prior to the monthly Board of Directors meeting. The President and Vice President of the Association are ex-officio members of all committees. Standing committees must submit a "no activity" report if there has been no committee activity since the last Directors' meeting. Committees are NOT policy or decision making entities of the Association. Their purpose is to advise, assist or make recommendations to the Board to help the Board make sound decisions within the scope of their specialty. Each committee (and any subcommittee appointed) shall have a charter. The purposes of the standing committees are as follows:

Section 1. **Finance Committee.** The finance committee chairperson is the Treasurer of the Association. The chairperson shall sign checks and serve as a liaison between the Board and financial institutions with which the Association has dealings. The committee's scope of authority is to:

a. research, study, advise and recommend changes to the current year budget of the Association;

b. solicit proposed budgetary input from committee chairpersons in their area of specialty for the upcoming year's proposed budget;

c. assist the Association's General Manager in preparing a proposed budget for the upcoming year to present to the Board for approval prior to the deadline set in the governing documents of the Association;

d. be aware of the financial status of each of the Association's budgeted line items, and advise the Board when projected costs will exceed the present budget;

e. advise the Board on the availability and sufficiency of funds prior to motions to expend moneys;

f. perform an ongoing review of the Association's financial records for accuracy;

g. cause an annual audit of the Association's books, and report the auditor's findings to the membership within the time frame dictated in Florida statutes and our governing documents; and

h. other tasks and duties as assigned by the Board of Directors.

**Section 2. Property Committee.** The property committee chairperson need not be a Director. The committee's scope of authority is to advise and recommend on matters concerning:

a. the pools, tennis courts, shuffleboard courts, Grey house, conference center, putt-putt, island club house and other Common Areas and amenities;

b. the lake, the canal, and the pond in the Kimberly area;

c. the roads, common parking areas, and storm water drainage;

d. the painting and roof condition of units within the resort;

e. inspect units during and after painting, and roofs after repair or replacement to ascertain quality control and proper colors, and the like;

f. inspect and recommend passage or rejection of modifications to the exteriors of Townhouse Parcels within the Properties;

g. monitor progress of approved variance construction and the completion of same;

h. plan major projects and changes to the resort amenities, common areas, roads, and the like;

i. tasks and duties as assigned by the Board.

**Section 3. Legal Affairs Committee.** The legal affairs chairperson shall serve as a liaison between the Board and the Association's attorney(s). The committee's scope of authority is to:

a. research, study, advise and recommend changes to the governing documents of the Association. The governing documents of the Association are those legal documents presently consisting of the Articles of Incorporation, the Declaration of Covenants and Restrictions, the By-laws, the Rules, and notices, hearings, fines & penalties;

b. assist the finance committee in preparing a proposed legal budget item for the upcoming year;

c. maintain current updated copies of the Association's governing documents located in the Association's business office; and

d. other tasks and duties as assigned by the Board.

**Section 4. Rental Committee.** The committee's scope of authority is to:

a. recommend Board approval or rejection of applications submitted by rental companies wishing to become approved to operate within Gulf Highlands Beach Resort;

b. monitor the performance of the "approved" rental companies within the properties, and document their non-compliance of rules;

c. recommend withdrawing the "approval" of a rental company by the Directors, for infractions or non-compliance of rules by the company or its employees;

d. screen complaints from homeowners against "approved" rental companies or renters whom rent through "approved" rental companies and seek resolution of same;

e. make recommendations to owners in matters concerning the renting of their units themselves or through an approved rental company;

f. recommend to the Board changes to the rules imposed on "approved" rental companies; and

g. other duties or tasks as assigned by the Board.

**Section 5. Security Committee.** The committee's scope of authority is to advise and recommend requirements for:

a. the day-to-day security of the properties;

b. changes or improvements to security within the properties, including estimated cost, needed resources, and the like. This includes making recommendations to the Board concerning the schedule and make-up of the contracted security force for each season of the year;

c. review of incident reports created by the contract security force;

d. inputs to the finance committee a proposed security budget for the upcoming year;

e. suggest, plan and propose changes and improvements to security within the Properties, including estimated cost, needed resources, and the like;

f. other duties as assigned by the Board.

**Section 6. Financial and Management Review Committee.** This committee shall consist of not less than three (3) nor more than seven (7) members including the chairperson. At all times, the committee chairperson must be a member of the Board. Committee members may be appointed by the Board or by the committee chairperson. Committee members must be members and should preferably possess skills, knowledge or expertise in corporate financial accounting practices. The Committee shall:

a. examine receipts, contracts, bank statements, certificates of deposits, monthly reports, the approved budget, the annual audit, and various other financial documents associated with all phases of the Association's finances;



- b. conduct an operational review of Association records, policies, process or procedures.

The scope of this Committee's authority shall be limited to reporting their recommendations and/or findings through its chairperson to the Board for the Board's consideration or action as appropriate.

**Section 7. Beautification Committee.** The committee chairperson must be a member but need not be a Director. Committee members may be appointed by the Board or by the committee chairperson. Committee members must be Homeowners. The Committee shall make recommendations for the beautification of the Properties by facilitating:

- a. decorating common areas for holidays;
- b. soliciting volunteer workers to plant and maintain planters and flower beds on common areas;
- c. reporting of landscaping on privately-owned property within the properties that need maintenance so that the owner(s) may be notified;
- d. making suggestions on planning and proposing changes and improvements to landscaping within the properties, including estimated costs, needed resources, and the like;
- e. providing input to the finance committee of a proposed beautification budget for the upcoming years;
- f. other tasks and duties as assigned by the Board.

## **ARTICLE X BOOKS AND RECORDS**

The books, records and papers of the Association shall, during reasonable business hours, be subject to inspection by any Member. The Declaration, Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at a reasonable cost.

## **ARTICLE XI ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual (to be paid in quarterly increments) and special assessments which are secured by a continuing lien upon the Townhouse Parcel against which the assessment is made. Any assessments which are not paid when due shall be delinquent, and a late fee service charge of twenty-five dollars (\$25.00) per month shall be added to the assessment if not paid by the tenth (10th) of the month in which assessment is due. If the assessment is not paid within twenty (20) days after the due date, the assessment shall bear interest from the due date, at the current allowable simple interest rate of 1.5% monthly and the Association may, if not paid within sixty (60) days of due date, bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Townhouse Parcel. The lien shall also secure late fees, interest, costs, and reasonable attorney's fees in any action to enforce the debt. A fee will be added at time of filing of such lien, to cover costs of collection, plus any reasonable additional fees imposed by the Board to pay legal costs, administrative costs, and the like. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his or her Townhouse Parcel.

## **ARTICLE XII ASSOCIATION SEAL**

The Association shall have a seal in a circular form having within its circumference the words:

**GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC.,**

**A CORPORATION NOT-FOR-PROFIT**

**ARTICLE XIII  
CONFLICTS**

In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XIV  
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.

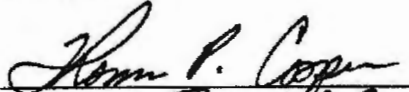
**ARTICLE XV  
INDEMNITY**

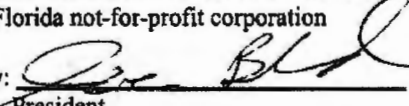
The members of the Board and the officers of the Association shall not be liable to the Owners for any mistake of judgment, or any acts or omissions made in good faith as such Directors or officers. The Owners shall indemnify and hold harmless each of such directors or officers against all contractual liability to others arising out of contracts made by such directors or officers on behalf of the Association unless any such contract shall not have been made in good faith or contrary to the provisions of this Declaration. The liability of any Owner arising out of any contract made by such directors or officers or out of the aforesaid indemnity shall be limited to such proportion of the total liability thereunder as his or her percentage interest in the Common Area bears to the total percentage interest of all the Owners in the Common Area. Each agreement made by such Directors or officers on behalf of the Association shall be executed by such Directors or officers, as the case may be, as agents for the Association.

The foregoing was adopted as the By-Laws of Gulf Highlands Beach Resort Homeowners' Association, Inc., a Florida not-for-profit corporation, at the meeting of the Board of Directors on the 11 day of October, 2002.

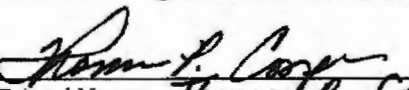
WITNESSES:

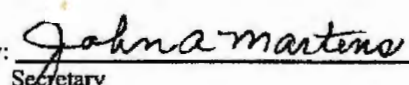
GULF HIGHLANDS HOMEOWNERS' ASSOCIATION, INC.,  
a Florida not-for-profit corporation


  
Printed Name: Thomas P. Cooper

By:   
President

  
Printed Name: CHARLOTTE M. HINDERLITER

  
Printed Name: Thomas P. Cooper

By:   
Secretary

  
Printed Name: CHARLOTTE M. HINDERLITER

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BAY     )

The foregoing instrument was acknowledged before me this 12 day of DECEMBER, 2002, by Joe Bland, as President of GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, who is personally known to me or who produced PERSONALLY KNOWN as identification, on behalf of said corporation.



Gwendolyn M. Elliott  
Notary Public

Gwendolyn M. Elliott  
Printed Name of Notary

#CC 805735 - 2-1-03  
Commission Number and Expiration Date

STATE OF FLORIDA     )  
                                      ) SS:  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 12 day of DECEMBER, 2002, by JOHN MARTENS, as Secretary of GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, who is personally known to me or who produced PERSONALLY KNOWN as identification, on behalf of said corporation.

Gwendolyn M. Elliott  
Notary Public

(SEAL)

Gwendolyn M. Elliott  
Printed Name of Notary

#CC 805735 - 2-1-03  
Commission Number and Expiration Date





**CERTIFICATE ACKNOWLEDGING  
AMENDMENT TO BY-LAWS  
OF  
GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC.**

THIS CERTIFICATE ACKNOWLEDGING AMENDMENT TO BY-LAWS OF GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC. ("Certificate") is made and entered into as of this 11th day of October, 2002.

WHEREAS, the original By-Laws of Gulf Highlands Beach Resort Homeowners' Association, Inc. ("Association") were dated September 23, 1985;

WHEREAS, the Association has previously amended the By-Laws from time to time by virtue of, among other instruments, an Amendment to By-Laws of Gulf Highlands Beach Resort Homeowners' Association, Inc., dated December 11, 1993, and recorded on December 15, 1993, at Book 1471, Page 407, in the Official Records of Bay County, Florida, and an Amended and Restated By-Laws of Gulf Highlands Beach Resort Homeowners' Association, Inc., dated November 18, 2000, and recorded on November 21, 2000, at Book 1987, Page 1204, in the Official Records of Bay County, Florida; and

WHEREAS, the Association desires to further amend and again restate its By-Laws and to record evidence of the current provisions of the By-Laws.

NOW, THEREFORE, pursuant to the Articles and By-Laws of the Association and Chapters 617 and 720 of the Florida Statutes, the Association amends the By-Laws in accordance with the Amended and

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 12th day of DECEMBER 2002, by JOHN MARTENS, who is the Secretary of GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He/She is personally known to me or has produced PERSONALLY KNOWN as identification.

(SEAL)

Gwendolyn M. Elliott  
Signature

GWENDOLYN M. ELLIOTT  
Type Name of Notary Public

#CC 805735  
Serial Number (if any)



Restated By-Laws Gulf Highlands Beach Resort Homeowners' Association, Inc. to which this Certificate is attached. Any prior versions of the By-Laws or amendments thereto are hereby superseded by the document attached to this Certificate and of no further force and effect.

IN WITNESS WHEREOF, this Certificate has been executed as of the date and year first set forth above.

Signed, sealed and delivered  
in the presence of:

GULF HIGHLANDS BEACH RESORT  
HOMEOWNERS' ASSOCIATION, INC.

Thomas P. Cooper  
Printed Name: Thomas P. Cooper  
Charlotte M. Hinderliter  
Printed Name: CHARLOTTE M. HINDERLITER

By: Joe Bland  
Printed Name: Joe Bland  
Its: President

Thomas P. Cooper  
Printed Name: Thomas P. Cooper  
Charlotte M. Hinderliter  
Printed Name: CHARLOTTE M. HINDERLITER

By: John A. Martens  
Printed Name: JOHN A. MARTENS  
Its: Secretary

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 12th day of DECEMBER, 2002, by JOE BLAND, who is the President of GULF HIGHLANDS BEACH RESORT HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He/She is personally known to me or has produced PERSONALLY KNOWN as identification.  
(SEAL)

Signature  
GWENDOLYN M. ELLIOTT  
Type Name of Notary Public  
#CC 805735  
Serial Number (if any)

