

**BYLAWS
OF
ADMIRALS ROW NORTH CONDOMINIUM ASSOCIATION, INC.**

ARTICLE I – IDENTITY

These are the Bylaws of Admirals Row North Condominium Association, Inc., a Florida not for profit corporation (the “Association”), organized for the purpose of administering that certain condominium in Escambia County, Florida known as Admirals Row North, a Condominium (the “Condominium”).

Section 1. **Principal Office.** The principal office of the Association shall be at 3250 West Navy Blvd., Pensacola, FL 32505 or at another place as may be subsequently designated by the Association’s Board of Directors (the “Board”). All books and records of the Association shall be kept in Escambia County, Florida, as may be permitted by the Florida Condominium Act (the “Act”) from time to time.

Section 2. **Fiscal Year.** The fiscal year of the Association shall be the calendar year, unless otherwise determined by the Board.

Section 3. **Seal.** The seal of the Association shall bear the name of the corporation, the word “Florida,” the words “Not for Profit Corporation,” and the year of incorporation.

ARTICLE II – DEFINITIONS

The terms used in these Bylaws shall have the same definitions and meanings as those set forth in that certain Declaration of Condominium for Admirals Row North, a Condominium, recorded in the public records of Escambia County, Florida (the “Declaration”), and in the Articles of Incorporation of Admirals Row North Condominium Association, Inc., unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE III – MEMBERS

Section 1. **Annual Meeting.** An annual meeting of the Members shall be held at such place (within 45 miles of the Condominium Property) as the Board or Members may from time to time select, provided that, to the extent possible, there shall be an annual meeting every calendar year, no later than 13 months after the last preceding annual meeting. The purpose of the meeting shall be to elect Directors and to transact any other business authorized to be transacted by the Members, or as stated in the notice of the meeting sent in advance thereof.

Section 2. **Special Meetings.** Special meetings of the Members shall be held whenever called by the president and vice president or by a majority of the Board and must be called by such officers upon receipt of a written request from Members entitled to cast a majority of the votes of the entire membership. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting. Special meetings may also be called by the Members

for purposes of recalling a Director as set forth in FS 718.112(2)(1), and such special meeting of the Members as set forth in Article IV of these Bylaws.

Section 3. **Notice of Meetings.** Notice of all meetings of the Members stating the time and place and an identification of agenda items, shall be given by the President or Secretary, unless waived in writing. Such notice shall be in writing to each Member at his address as it appears on the books of the Association and shall be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of specific meetings may be waived before or after meetings, and the attendance of any Member (or person authorized to vote for such Member) shall constitute such Member's waiver of notice of such meeting except when his or her (or the authorized representative's) attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called. Adequate notice of Members' meetings shall also be posted in a conspicuous place on the Condominium Property at least fourteen (14) continuous days preceding said meeting, except in emergency. Notice of any meeting where assessments against Units are to be considered for any reason shall specifically contain the statement that the assessments will be considered and the nature of such assessments.

Section 4. **Quorum.** Except as provided in Article IV, Section 2.c., a quorum at Members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Members, except when approval by a greater number of Members is required by the Declaration, the Articles of Incorporation or these Bylaws.

Section 5. **Voting.**

a. **Number of Votes.** Each Unit Owner of the Condominium shall have a vote in all matters equal to the percentage interest of such Unit Owner(s) in proportion to all other Unit Owners as conclusively set forth in the Declaration.

b. **Majority.** If a Unit is owned by one person, his right to vote shall be established by the record title to his Unit. If a Unit is owned by more than one person, or is under lease, the person entitled to cast the vote for the Unit may be designated by a certificate signed by all of the record owners of the Unit and filed with the Secretary of the Association. If a Unit is owned by a business organization, then the person entitled to cast the vote for the Unit shall be designated by a certificate signed by the president, manager, general partner, or similar executive with authority to bind the organization. A certificate delivered by or on behalf of a business organization shall be presumed valid, and the Association shall have neither obligation to investigate the authenticity or validity of such certificate, nor liability for relying upon such certificate. All certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Unit concerned. A certificate designating the person entitled to cast the vote of a Unit may be revoked by any owner of a Unit.

Section 6. **Proxies.** The use of limited and general proxies shall be permitted as set forth by Florida law. Votes may be cast in person or by proxy. Any proxy given shall be effective only for the specific meeting for which originally given and any lawful adjourned meeting thereof.

In no event shall a proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Member executing it. A proxy must be filed with the secretary before the appointed time of the meeting or any adjournment of the meeting for that proxy to be valid.

Section 7. Adjourned Meeting. If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

Section 8. Order of Business. The order of business at annual meetings and as far as practical at other Members' meetings shall be:

- (1) Collection of election ballots not yet cast.
- (2) Election of chairman of the meeting.
- (3) Calling of the roll and certifying of proxies.
- (4) Proof of notice of meeting or waiver of notice.
- (5) Reading and disposal of any unapproved minutes.
- (6) Reports of officers.
- (7) Reports of committees.
- (8) Election of directors.
- (9) Unfinished business.
- (10) New business.
- (11) Adjournment.

Section 9. Minutes of Meeting. The minutes of all meetings of Members shall be kept in a book available for inspection by Member or their authorized representatives and Board at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years. Pursuant to FS 718.111(12)(b), the records of the Association shall be made available to a Member within 45 miles of the Condominium Property or within the county in which the Condominium Property is located within 10 working days after receipt of a written request by the Board or its designee. Upon request of a Member, the Association will make available the minutes of all meetings of the Unit Owners available to such Member either electronically via the internet or by allowing the records to be viewed in electronic format on a computer screen and printed upon request.

ARTICLE IV – DIRECTORS

Section 1. Membership. The affairs of the Association shall be managed by a Board of not less than three directors, the exact number to be determined by the Board from time to time. The Board shall be divided into three classes (Class A, Class B, and Class C), as nearly equal in number as permitted by the then total number of directors constituting the whole Board, with the term of office of one class expiring each year. Within the requirements of law, the terms and number of directors in each class shall be fixed, from time to time, by the Board. The term of office, until otherwise fixed, for all directors elected at each annual meeting shall be three years from the date of their election. At each annual meeting, elections shall be held to elect directors to replace those whose terms have expired. All directors shall continue in office after the

expiration of their terms until their successors are elected or appointed and have qualified, except in the event of earlier resignation, removal, or disqualification. A person who is more than 90 days delinquent in the payment of any monetary obligations due to the Association is not eligible to be a candidate for the Board and may not be listed on the ballot. In addition, any person who has been convicted of any felony in the State of Florida or in a United States District or Territorial court, or who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in the State of Florida, is not eligible for membership on the Board unless such felon's civil rights have been restored for at least five (5) years as of the date such person seeks election to the Board.

Section 2. Election. Election of directors shall be conducted in the following manner:

a. Election of directors shall be held at the annual Members' meeting; provided, however, that the first election of directors shall not be held until the Developer elects to terminate its control of the Association, or until required by Florida law, whichever occurs first. The directors named in the Articles of Incorporation shall serve until the first election of directors, and vacancies shall be filled by the remaining director(s), and if there are no remaining directors, vacancies shall be filled by the Developer.

b. The election shall be by written ballot or voting machine. Not less than 60 days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each Member entitled to vote, a first notice of the date of the election. Any Member may nominate himself or may nominate another Member, if he has permission in writing to nominate the other person. Any Member desiring to be a candidate for the Board shall give written notice to the secretary of the Association not less than 40 days before a scheduled election. Not less than 30 days before the election meeting, the Association shall then mail or deliver a second notice of the meeting to all Members entitled to vote therein, together with a ballot that shall list all candidates. So long as the Developer is entitled to elect one or more directors, non-owners may serve as directors. After the Developer is no longer entitled to elect one member of the Board, all directors must be Members.

c. Upon request of a candidate, the Association shall include an information sheet no larger than 8.5 inches by 11 inches furnished by the candidate, to be included with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association. Elections shall be decided by a plurality of those ballots cast. There shall be no quorum requirement; however, at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election.

Section 3. Vacancies and Removal. Except as to vacancies provided by removal of Directors by Members, vacancies in the Board occurring between annual meetings of Members shall be filled by the remaining Directors. Any Director may be removed by concurrence of a majority of all the Voting Interests. A special meeting of the Members may be called for the purpose of removing one or more Directors in accordance with FS 718.112(2)(1). The vacancy in the Board so created shall be filled by the Members of the Association at the same meetings.

Nothing stated in this section shall modify Article VI, Section 3 of the Association's Articles of Incorporation, which shall not be affected by vacancies on the Board or the removal of Directors.

Section 4. Term. The term of each Director's service shall extend until the next annual meeting of the Members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

Section 5. Meetings.

a. The organizational meeting of the newly elected Board shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

b. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph, at least forty-eight (48) hours prior to the day named for the meeting.

c. Pursuant to FS 718.112(2), if twenty percent (20%) of the Voting Interests petition the Board to take up an item of business, the Board, within sixty (60) days after receipt of the petition, shall place the item on the agenda at its next regular board meeting or at a special meeting called for that purpose. Special meetings of the Board may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the directors. Not less than forty-eight (48) hours' notice of the meeting shall be given personally, or by mail, telephone or telegraph (except in the case of an emergency), which notice shall state the time, place and purpose of the meeting.

Section 6. Notice of Meetings. All meetings are open to all Members. Except in emergencies, notice shall be conspicuously posted at least forty-eight (48) continuous hours prior to the meetings. Any meeting regarding assessments against Members shall specifically state said fact on the notice and must be mailed or delivered to the Members and posted conspicuously on the Condominium Property not less than fourteen (14) days prior to the meeting.

Section 7. Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

Section 8. Quorum. A quorum at a Board meeting shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board, except when approval by a greater number of directors is required by the Declaration, the Articles of Incorporation or these Bylaws.

Section 9. Adjourned Meetings. If at any meeting of the Board there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted.

Section 10. Joinder in a Meeting by Approval of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall not constitute the presence of such director for the purpose of determining a quorum.

Section 11. Presiding Officer. The presiding officer of a directors' meeting shall be the chairman of the Board if such an officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of the Directors to preside.

Section 12. Order of Business. The order of business at Directors' meetings shall be:

- (1) Calling of the roll.
- (2) Proof of due notice of meeting.
- (3) Reading and disposal of any unapproved minutes.
- (4) Reports of officers and committees.
- (5) Election of officers.
- (6) Unfinished business.
- (7) New business.
- (8) Adjournment.

Section 13. Powers and Duties of the Board. All of the powers and duties of the Association existing under the Act, Declaration, Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board, its agents, contractor or employees, subject only to approval by Unit Owners when such is specifically required.

Section 14. Certification. Within ninety (90) days after being elected or appointed to the Board, each Director shall submit written certification to the Association's Secretary that (i) he or she has read the governing documents of the Association, including, but not limited to, all current rules and policies; (ii) that he or she will work to uphold such documents, rules and policies to the best of his or her ability; and (iii) that he or she will faithfully discharge his or her fiduciary responsibility to the Association and the Members. In lieu of written certification, each Director may complete the curriculum administered by an education provider approved by the Florida Department of Business and Professional Regulation within one (1) year before or ninety (90) days after the date of election or appointment. This certification is valid for the uninterrupted tenure of the Director on the Board, and any Director that does not comply with the requirement shall be suspended from the Board until this requirement is met, with it being the option of the Board to temporarily fill the vacancy of the Director during the period of suspension.

ARTICLE V – OFFICERS

Section 1. Officers. The executive officers of the Association shall be a President, a Vice-President, a Treasurer and Secretary (none of whom need be directors or Members), all of whom shall be elected annually by the Board and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold one or more offices except that the President shall not also be the Secretary. The Board from time to time shall elect such

other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

a. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties usually vested in the office of a president of a condominium association, including but not limited to the power to appoint committees from among the Members, from time to time, as he, in his discretion may determine appropriate, to assist in the conduct of the affairs of the corporation.

b. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

c. The Secretary shall keep the minutes of all proceedings of directors and Members. He shall attend to the giving and serving of all notices to the Members and directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of a condominium association and as may be required by the director or the President.

d. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of treasurer of a condominium association.

ARTICLE VI – FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

Section 1. Receipts and Expenditures. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be Common Expenses:

a. Current Expense. All receipts and expenditures within the year for which the budget is made including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, to additional improvements or to operations. The balance in the fund at the end of each year shall be applied to reduce the assessments for current expenses for the succeeding year.

b. Reserve for Capital Expenditures and Deferred Maintenance. Funds for maintenance items that occur less frequently than annually, including but not limited to roof replacement, building painting, and resurfacing of paved areas.

c. Reserve for Replacement. Funds for repair or replacement required because of damage, depreciation or obsolescence.

d. Property Improvements. Funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the Common Elements.

e. Operations. The gross revenues from the use of the Common Elements. Only the additional direct expense required by the revenue-producing operation will be charged to this account, and any surplus from such operation shall be used to reduce the assessments for current expense in the year following the year in which the surplus is realized. Losses from such operations shall be met by special assessments against Unit Owners, which assessments may be made in advance in order to provide a working fund.

Section 2. Budget. The Board shall adopt a budget for each calendar year that shall include the estimated funds required to defray the Common Expense and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices. Copies of the budget and proposed assessments shall be transmitted to each Member on or before December 1 preceding the year for which the budget is made. If the budget is amended substantially, a copy of the amended budget shall be furnished to each Member.

Section 3. Books and Records.

a. The Association may print and distribute to each Member a directory containing the name, Unit number and telephone number of each Member. However, a Member may exclude his or her telephone number from the directory by so requesting in writing to the Association.

b. The official records required by FS 718.111(12)(b) to be permanently maintained will be permanently maintained from the inception of the Association. All other official records will be maintained within the State of Florida for at least 7 years, unless otherwise provided by general law. Pursuant to FS 718.111(12)(b), the records of the Association shall be made available to a Member within 45 miles of the Condominium Property or within the county in which the Condominium Property is located within 10 working days after receipt of a written request by the Board or its designee. Upon request of a Member, the Association will make available the official records required by FS 718.111(12)(a) available to such Member either 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 allow a Member or his/her authorized representative to use a portable device, such as a smartphone, tablet, portable scanner, or other technology capable of scanning or taking photographs, to make an electronic copy of the official records in lieu of the Association providing a copy of such records. The Association may not charge a Member or his/her authorized representative for the use of such portable device.

Section 4. General Assessments. General Assessments against the Members for their shares of the items of the budget shall be made for the calendar year annually in advance on or before December 1 preceding the year for which the assessments are made. Such assessments

shall be due in monthly installments on the first day of each month or as the Board may otherwise elect. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board.

Section 5. Acceleration of Assessment Installments Upon Default. If a Unit Owner is in default in the payment of an installment upon an assessment, the Board may accelerate the remaining installments of the assessment upon the filing of a lien.

Section 6. Assessments for Emergencies. Assessment for common expenses of emergencies that cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the Unit Owners concerned. After such notice and upon approval in writing by persons entitled to cast more than one-half (1/2) of the votes of the Association the assessment shall become effective, and it shall be due after thirty (30) days' notice in such manner as the Board may require in the notice of assessment.

Section 7. Deposit of Association Funds. The depository of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall only be by checks signed by such persons as are authorized by the directors.

Section 8. Parliamentary Rules. 'Roberts' Rules of Order' (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration, Articles of Incorporation and these Bylaws.

ARTICLE VII – AMENDMENTS

Section 1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Bylaws shall affect the rights of Developer, unless such amendment receives the prior written consent of Developer, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Bylaws, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the public records.

Section 2. Amendments Prior to the Turnover Date. Prior to the "Turnover Date", which date is defined as that date at which time control of the Board of Directors is relinquished to Member other than Developer in accordance with FS 718.301, Developer shall have the right to amend these Bylaws as it deems appropriate, without the joinder or consent of any person or entity whatsoever. The Developer's right to amend under this provision is to be construed as broadly as possible. In the event that the Association desires to amend these Bylaws prior to the Turnover Date, the Association must first obtain Developer's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Developer may be adopted by the Association pursuant to the requirements for amendments from and after the Turnover Date. Thereafter, Developer shall join in such identical amendment so that its consent to the same will be reflected in the public records.

Section 3. Amendments From and After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Bylaws may be amended with the approval of two-thirds (2/3) of the Members. Notwithstanding the foregoing, these Bylaws may be amended after the Turnover Date by two-thirds (2/3) of the Board acting alone to change the number of Directors on the Board. Such change shall not require the approval of the Members. Any change in the number of Directors shall not take effect until the next Annual Members Meeting. In addition, notwithstanding any other provision in the Declaration, the Articles or the Bylaws to the contrary, the Board shall have the power to unilaterally amend these Bylaws to bring any provisions herein into compliance with any governmental or quasi-governmental statute, rule, regulation or requirement, or judicial ruling. To the extent legally required, each Member shall be deemed to have granted to the Association an irrevocable power of attorney, coupled with an interest, for this purpose.

ARTICLE VIII – ARBITRATION

As required by Florida law, the Association shall participate in mandatory nonbinding arbitration as provided for in FS 718.1255.

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The foregoing were adopted as the Bylaws of Admirals Row North Condominium Association, Inc., a not for profit corporation under the laws of the State of Florida at the first meeting of the Board of Directors on this 11th day of April, 2023.

Signed, sealed and delivered in our presence as witnesses:

ADMIRALS ROW NORTH CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation:

Carol Miller
Print Name: Carol Miller

Thomas M. Bizzell
By: Thomas M. Bizzell, its President

Dianne E. Veitaz
Print Name: Dianne E. Veitaz

STATE OF FLORIDA
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me by means of physical presence or online notarization on this 11th day of April, 2023, by Thomas M. Bizzell, as president of Admirals Row North Condominium Association, Inc., a Florida not for profit corporation.

Kennedy Turan
NOTARY PUBLIC

Personally Known
OR
 Produced Identification
Type of Identification Produced _____

