

**CONSOLIDATED BYLAWS OF
SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.**
(A corporation not for profit under the laws of the State of Florida)

INTRODUCTION

Pursuant to Article IX of the Bylaws of Spruce Creek Property Owners' Association, Inc., as amended (the "Original Bylaws"), a majority of the Board of Directors (the "Board") of Spruce Creek Property Owners' Association, Inc. (the "Association") proposes that the Existing Bylaws be amended and restated as hereinafter set forth.

DEFINITIONS

In addition to the initially capitalized terms defined elsewhere in these Amended Bylaws, the following terms shall have the following meanings:

"Declaration" shall mean Declaration of Covenants and Restrictions.

"Amended Articles" shall mean the Amended Articles of Incorporation of Spruce Creek Property Owners' Association, Inc.

All initially capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Amended Articles.

ARTICLE I

IDENTITY

- A. Name. The name of the Association is SPRUCE CREEK PROPERTY OWNERS' ASSOCIATION, INC.
- B. The principal office of the Association shall be located at 212-1 Cessna Boulevard, Port Orange, Florida, 32128, but the Association may maintain offices and transact business in such other places within the State of Florida as may, from time to time, be designated by the Board.
- C. The fiscal year of the Association shall be the calendar year.
- D. The seal of the corporation shall bear the name of the corporation, the word "Florida," and the year of incorporation.

ARTICLE II

PURPOSES

The Association Properties of the Spruce Creek Fly-In Community are a vital part of the Community and are for the primary use of the Members and their tenants and guests. The Airport sets this Community apart from many others because it embraces the modern age of flight with the amenities of country club living. The Association and its Board shall maintain and develop all the Association Properties, to serve the interest of all Members by preserving the quality of life in the Community. At all times the Association shall carry out and accomplish the purpose set forth herein, in the Declaration and the Amended Articles, including but not limited to the management, maintenance, operation and ownership duties described therein.

ARTICLE III

MEMBERSHIP, VOTING, QUORUM, PROXIES, MAIL-IN BALLOTS

A. Qualification, Voting. The qualification of Members, the manner of their admission to membership and termination of such membership, and voting by Members, shall be as set forth in the declaration and in Article V of the Amended Articles.

B. Quorum.

1. The presence, either in person or by proxy, of Members having one-fifth (20%) of the votes then entitled to be voted shall constitute a quorum at any meeting of the Members.
2. Should a quorum, either in person or by proxy, not be attained at any meeting of the Members, the secretary shall re-notice the meeting within thirty (30) days. The first such re-noticed meeting shall require one-tenth (10%) of the Members then entitled to vote, to constitute a quorum.
3. Should the first re-noticed meeting fail to attain a quorum, the secretary shall re-notice the meeting of the Members within fifteen (15) days. Such subsequent re-noticed meeting shall require one-tenth (10%) of the Members then entitled to vote to constitute a quorum.
4. Should a second re-notice meeting fail to attain a quorum, the meeting may be adjourned to a specific date, re-noticed again and again, with no re-noticed meeting being less than seven (7) nor more than thirty (30) days after its preceding meeting, and such re-noticed meeting shall require one-tenth (10%) of the Members then entitled to vote to constitute a quorum.

5. The purpose of any special meeting shall be stated in the meeting's notice and no other business may be added to the agenda of any re-noticed meeting. Every re-noticed meeting shall contain in its written notice a statement of the quorum needed at the re-noticed meeting.

C. Proxies. Votes may be cast in person, by proxy, or by Mail-in Ballot. Proxies shall be valid only for the particular meeting designated thereon or any lawful adjournment thereof and must be filed with the secretary before or at the appointed time of the meeting. Every proxy shall be revocable at any time at the pleasure of the person executing it.

D. Default in Payment of Assessment (GOOD STANDING). During any period in which a Member shall be in default in the payment of any assessments levied by the Association, the voting rights of such Member and the right of such Member (and the Member's tenants or guests) to use the Association's facilities and the Association's Properties may be suspended by the Board until such dues have been paid.

E. Mail-in Ballots. Mail-in Ballots shall be sent together with the notice for a meeting at which a vote is to be taken. Mail-in Ballots shall be valid only for the particular meeting designated thereon or any lawful adjournment thereof at which a quorum has been attained. Mail-in Ballots may be filed with the secretary either by mail or hand delivery before or at the appointed time of the meeting. Procedures shall be established to protect the secrecy of Mail-in Ballots.

ARTICLE IV

ANNUAL, SPECIAL, AND ELECTION MEETINGS OF MEMBERSHIP

A. Annual Members' Meetings. The annual members' meeting (the "Annual Members' Meeting") shall be held at such time during the last week in January or the first week in February and at such place within Volusia County as the Board shall determine for the purpose of electing Directors and transacting any other business authorized by the Members.

B. Special Members' Meetings. Special members' meetings ("Special Members' Meetings") shall be held whenever called by the president or vice president or by a majority of the Board and must be called by such officers upon receipt of a written request from Members owning Lots and condominium units to which there are appurtenant at least fifteen percent (15%) of all votes of the entire Association membership.

C. Notice. Written notice of all Special Members' Meetings, Annual Members' Meetings and Members' Election Meeting (collectively "Members' Meetings") stating the time, place and the purposes for which the Members' Meeting is called shall be given by the president, vice president or secretary to each member at such member's address as it appears on the books of the Association and shall be mailed not less than fifteen (15) days nor more than (60) days prior to the date of the Members' Meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of Members' Meeting may be waived in writing before or after meetings. The notice of the Annual Members' Meeting shall be accompanied by:

1. A copy of the minutes of any preceding Members' Meetings not previously approved;
2. Copies of the year-end financial statement (unaudited) for the preceding calendar year; and
3. A copy of the budget adopted for the current year.

D. Voting. Votes shall be cast by Members as provided in the Amended Articles.

E. Adjourned Meetings. If any Members' Meeting cannot be organized because a quorum is not present, the Members who are present, either in person or by proxy, shall adjourn the meeting from time to time until a quorum is present, and shall give notice of the adjournment and the date, time and place of the rescheduled meeting by mail.

ARTICLE V

BOARD OF DIRECTORS

A. Composition of Board. The Board shall consist of seven (7) persons, who shall be Members or authorized representatives, officers, directors, partners or employees of a Member that is a legal entity. A legal entity may not be a director and no person who is elected as a director (including without limitation an authorized representative, officer, director, partner or employee of a Member that is a legal entity) shall have the right to substitute or appoint a replacement director for himself or herself.

B. Election of Directors. Candidates for election as directors shall be elected by the vote of Members voting in person, by proxy or by Mail-in Ballot at an election to be held in conjunction with the Members' Annual Meeting during the last week of January or the first week of February. The POA Manager shall publish on the POA website the number of board vacancies that will occur at the end of the term, no less than 90 days prior to the Annual Meeting. An election to fill board vacancies will not be required unless the number of candidates running exceed the number of board vacancies. If an election is not required because there are either an equal or fewer number of qualified candidates than vacancies then the qualified candidate(s) shall be automatically appointed to serve on the board at the conclusion of the annual meeting, where or not a quorum is attained at such Annual Meeting.

C. Filing Deadline. Candidates for election as directors must file a request to have their names placed on the ballot sixty (60) days prior to the Election. The ballot will be printed to allow write-in candidate. Nominations from the floor during the Annual Meeting to elect Directors will NOT be permitted.

D. Limitation of Terms. Members elected as directors are limited to two (2) full, consecutive terms in office. Members who have previously served as directors may stand for election as directors after two (2) years have expired from the completion of their most recent term of office.

E. Vacancies. Except as otherwise provided herein, any vacancy on the Board may be filled until the date of the next Annual Members' Meeting by the affirmative vote of the majority of the remaining directors.

F. Each Director shall serve until the Annual Members' Meeting held three (3) years after the Annual Members' Meeting at which he/she takes office. Directors will serve staggered terms of approximately three (3) years. Each term will end when such Directors' successors take office.

G. Non-Cumulative Voting. Voting for directors shall be non-cumulative.

H. Removal of Directors. A Special Members' Meeting to remove a director or directors of the Board may be proposed by Members owning Lots or condominium units to which there are appurtenant at least twenty percent (20%) of all votes of the entire membership, whether meeting as Members or by proxy signed by the proposing Members, Board members will not be allowed to be removed en masse, unless there are separate petitions for the removal of each member and separate votes on the removal of each member. Upon any Special Members' Meeting being proposed by the Members for removal of a director or directors, the procedure for giving notice of such Special Members' Meeting shall be identical to the notice provisions for a proposed amendment to the Amended Articles as set forth in Article XII of the Amended Articles.

At any Annual Members' Meeting or any Special Members' Meeting of the Association duly called in the manner described above, any one or more of the directors may be removed with cause by an affirmative vote of Members owning Lots or condominium units to which there are appurtenant a majority of the total votes of all Members present at the meeting voting in person or by proxy. A successor director may thereafter be elected to fill the vacancy created by the removal of a director by an affirmative vote of member owning Lots or condominium units to which there are appurtenant a majority of the total votes of all Members present at the meeting voting in person or by proxy. Any director whose removal has been proposed shall be given an opportunity to speak at the meeting.

No officer or director of the Association may continue to hold office if he or she either

1. is delinquent in excess of forty-five (45) days in the payment of his or her assessments to the Association, or
2. brings an action as an officer or director in any court against the Association unless such action is specially authorized for a director or officer by law.

I. Board Meetings. The organizational meeting of a Board in which there are newly elected directors shall be held within three (3) business days following the Annual Members' Meeting or the Special Members' Meeting at which such new director or directors take office. The time and place of such organizational meeting shall be fixed by the Board at the meeting at which the new directors take office, and no further notice of the organizational meeting shall be necessary provided a quorum shall be present. The outgoing president of the Board will preside over the organizational meeting until the new executive officer are elected.

J. Regular Board Meetings. Regular board meetings ("Regular Board Meetings") may be held at such time and place as shall be determined from time to time by the affirmative vote of a majority of the directors. Notice of Regular Board Meetings shall be given to each director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, unless notice is waived either before or after such meeting.

K. Special Board Meetings. Special board meetings ("Special Board Meetings") of the directors may be called by the president, and must be called by the secretary at the written request of one-third (1/3) of the votes of the Board. Not less than three (3) days' notice of a Special Board Meeting shall be given to each director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the Special Board Meeting.

L. Waiver of Notice. Any director may waive notice of a Special Board Meeting or Regular Board Meeting (collectively, a "Board Meeting") before or after the Board Meeting, and such waiver shall be deemed equivalent to the giving of notice.

M. Quorum. At any Regular Board Meeting or Special Board Meeting, a quorum shall consist of a majority of the number of directors on the Board. The acts of the Board approved by a majority of the directors present at a meeting at which a quorum is present shall constitute the acts of the Board, except as specifically otherwise provided in the Amended Articles, these Amended Bylaws or the Declaration. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

N. Adjourned Board Meeting. If any Board Meeting cannot be organized because a quorum is not present or because a greater percentage of attendance may be required as set forth in the Amended Articles, these Amended Bylaws or the Declaration, a majority of the directors who are present may adjourn the Board Meeting from time to time until a quorum is present and the Board shall give notice to each director of the adjournment and the date, time and place of the rescheduled Board Meeting.

O. Presiding Officer. The presiding officer of the Board Meetings shall be the president, and in his or her absence, the vice president shall preside.

P. Powers and Duties of the Board. All of the powers and duties of the Association shall be exercised by the Board, including those existing under common law and those statutory powers of a corporation not-for-profit not in conflict with the Amended Articles, these Amended Bylaws and the Declaration, and shall include, without limiting the generality of the foregoing, the following:

1. All of the powers of the Association set forth in Article IV of the Amended Articles;
2. To acquire, operate, manage and otherwise deal with property, real and personal, as may be necessary or convenient in the operation and management of the Association, and in accomplishing the purpose set forth in the declaration of Covenants and Restrictions;
3. To pay all taxes and assessments which are liens against any part of the Association Properties and any other property owned by the Association;
4. To make additional assessments for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a capital improvement upon the Association Properties, including fixtures and personal property related thereto; provided, however, that any such assessment may not exceed ten percent (10%) of the budget adopted for the applicable year, and further provided that such assessments shall not be made more than one time per year and shall not affect any emergency assessments.
5. To designate committees, including but not limited to the following:
 - (a) Airport Authority Committee;
 - (b) Architectural Review Committee;
 - (c) Budget and Finance Committee;
 - (d) Maintenance and Public Works Commission Committee;
 - (e) Public Relations and Communications Committee;
 - (f) Safety and Security Committee.

The Board may establish by resolution:

- (1) The purpose of each committee;
- (2) The power and authority of each committee;
- (3) The qualifications of the members of each committee;

(4) Who shall serve on each committee;

(5) Committee member replacement;

provided, however, that the Airport Authority Committee shall operate in accordance with Article XI of these Restated Bylaws. Each committee shall propose rules and regulations in connection with the purpose for which such committee was established. Such rules and regulations shall be submitted to the Board for the Board's adoption by resolution, subject to the Board's approval of the same.

6. No committee shall be comprised solely of the directors of the Board. To the extent practical, the Board shall appoint no more than one (1) director to serve on each of such committees.
7. Each committee shall keep regular minutes of its proceedings and provide the Board with copies thereof.

ARTICLE VI

OFFICERS

A. Executive Officers. The executive officers of the Association shall be a president, at least one (1) vice president, a treasurer and a secretary, all of whom shall be elected annually by the Board, who may be removed for cause by vote of a majority of directors at any Board Meeting. Any person may hold two (2) or more offices except that the president shall not be also the secretary, an assistant secretary or the vice president. 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. Executive officers must be elected directors.

B. President. The president shall be the chief executive officer of the Association. The president shall have all of the powers and duties usually vested in the office of President of an association.

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

D. Secretary. The secretary shall keep the minutes of all proceedings of the directors and the Members. The secretary shall attend to the giving and serving of all notices to the Members and the directors and other notices required by law. The secretary shall have the custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. The secretary 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 an association and as may be required by the directors or the president. The assistant secretary shall perform the duties of the secretary when the secretary is absent.

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

F. Other Officers. The Board at its discretion may appoint administrative officers to serve the Association as the Board deems necessary. These officers may be, but are not limited to, assistant treasurer, assistant secretary, administrative vice president or other titles. Administrative officers shall participate in a non-voting advisory capacity. Authority is limited to that determined by the elected members of the Board and shall be documented in job descriptions kept as part of the official Board records.

Administrative officers need not be elected directors nor need they be Members. They shall be selected to provide the Board with specific expertise and serve without compensation at the pleasure of the Board.

G. Compensation. Members of the Board shall not be compensated. The compensation of any employee of the Association shall be fixed by the Board. The Board is precluded from employing a director as an employee of the Association and compensating him or her as an employee, except as provided below.

H. Conflict of Interest. No director shall have a conflict of interest by contract or other transaction resulting in personal gain with the Association except that no contract or other transaction between the Association and one or more of its directors shall be either void or voidable because of such relationship or interest; provided that:

1. The fact of such relationship or interest is disclosed or known to the Board when it authorizes, approves or ratifies the contract or transaction by a vote sufficient for that purpose without counting the votes of such interested directors;
2. The fact of such relationship or interest is disclosed to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote, and
3. The contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board or the Members.

I. Quorum When Conflict Exists. Interest directors may be counted in determining the presence of a quorum at a Board Meeting that authorizes, approves or ratifies such contract or transaction, but may not be counted in determining the vote on the merits of the contract or transaction.

ARTICLE VII

FISCAL MANAGEMENT

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

A. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Lot or condominium unit within the Community. Such an account shall designate the name and address of the Member or Members owning such Lot or condominium unit, the amounts of each assessment against such member or Members, the dates and amounts in which assessments come due, the amount paid upon the account and the balance due upon assessment.

B. Budget. The Board shall adopt a budget for each calendar year that shall contain estimates of the cost of performing all functions of the Association, and shall designate in such budget the annual assessment against each Lot or condominium unit.

1. Copies of the budget and the annual assessment shall be transmitted to each Member on or before January 1 of the year for which the budget is made. Delivery of a copy of the budget to each Member shall not affect the liability of any Member for any annual assessment, nor shall delivery of a copy of such budget be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto. Nothing herein contained shall be construed as restricting the right of the Board at any time at their sole discretion to levy any additional assessment in the event that the budget adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies, providing such assessment is consistent with Article IV, P. 4, of these Amended Bylaws.
2. The depository of the Association shall be such bank or banks, savings and loan associations or other financial institutions or money market accounts as shall be designated from time to time by the Board and in which the monies of the Association shall be deposited. No Association Funds shall be deposited in any account which is not insured by an agency of the federal government. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board.

3. Fidelity bonds shall be required by the Board in an amount not less than Fifty Thousand and No/100 Dollars (\$50,000) for each director and officer, if available, employee or contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Board. The premiums on such bonds shall be paid by the Association.

ARTICLE VIII

PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of all Association meetings when not in conflict with the Amended Articles and these Amended bylaws or with the laws of the State of Florida.

ARTICLE IX

AMENDMENTS

Except as otherwise herein provided, amendments to these Amended Bylaws shall be proposed and adopted in the following manner:

A. Amendments to the Amended Bylaws may be proposed

(1) by the Board upon majority vote of Members of said Board; or

(2) by Members of the Association owning Lots to which there are appurtenant at least fifteen percent (15%) of all votes of the entire membership by instrument in writing signed by the proposed Members.

B. In the event the "Members of the Association" seek to amend the By-Laws as permitted under Article IX, paragraph A(2) above, then copies of the Members' proposed amendments must be furnished to the Board of Directors no less than forty-five (45) days prior to the scheduled Members' Meeting upon which such proposed Amendments to the By-Laws are to be voted upon. Any proposed Amendments whether initiated by the Board or the Members must be mailed to Members of the Association for their consideration no less than twenty (20) days prior to such scheduled meeting of the Association Members. The mailing must include a written advisory explaining the purpose of the proposed Amendment, the urgency, if any, and the legal and financial impacts upon the community, if any, and the Board of Directors' recommendations regarding such Amendments.

C. A quorum, pursuant to Article III, must be had at any meeting of the Members to approve amendments under this Article. Any amendments to be effective must be adopted by a majority of those Members voting, in person, by proxy, or by Mail-in Ballot.

D. In order for such amendment(s) to become effective, the amendment(s) to these Bylaws shall be transcribed, certified by the President and Secretary of the Association, and a copy thereof shall be recorded in the Public Records of Volusia County, Florida within ten (10) days from the date on which any amendment(s) have been affirmatively approved by the Board and the Members.

ARTICLE X

A. RULES AND REGULATIONS

For the purposes of enforcing the terms and provisions of the Declaration, the Amended Articles and these Amended Bylaws, the Board, by Resolution, shall adopt from time to time rules and regulations, in addition to those rules and regulations that may be proposed by the committees and adopted by the Board, as the Board deems reasonably necessary.

B. ENFORCEMENT

1. Enjoyment rights may be suspended for serious and/or repetitive violations of any rules and regulations adopted by the POA Board.
2. To the fullest extent permitted by law, the Compliance Review Committee established pursuant to the Resolution adopted Amended Regulation Governing Compliance and Enforcement of Covenants, Restrictions, Rules and Regulations of the Spruce Creek Fly-In Community and establishing Compliance Review Committee and pursuant to Section 617.305(2) Florida Statutes, shall have the right to impose fines against members of the Association, tenants, guests, invitees or contractors' staff for violation of any covenants, restrictions, rules or regulations of the Association and the Spruce Creek Fly-In Community.
3. The POA Board and its designated Security Committee are required to report any observed or reported criminal activity to the proper law enforcement agency by the most expeditious means in keeping with the severity of the observations or the report (phone, fax, email, letter). When a report is made, the date, time and nature of the report will be kept in a permanent log.
4. Nothing in this Article or in these bylaws grants the authority to the Board or to its Security Committee the powers of arrest or detention. The authority of the Board is limited to the enforcement of rules and regulations through the mechanism of Section B 2.

ARTICLE XI

AIRPORT AUTHORITY COMMITTEE

A. Airport Authority Committee. The Airport Authority Committee reports to and is appointed by the Board. Policies and procedures as described below are to be approved by the Board. The Committee is established to manage day-to-day operations of the Airport, develop Airport operational rules and regulations consistent with all local ordinances, the rules and regulations of the Florida Department of Transportation and the Federal Aviation Administration and develop a long-range Airport use plan.

B. Membership. The Airport Authority Committee will consist of seven (7) members appointed by the Board.

C. Term of Office. Committee members will serve two-year terms and may be reappointed once so that no member will serve more than four (4) consecutive years.

D. Committee Member Qualifications. All Committee members must be Members in good standing. At any given time, the Committee must have the following composition:

1. Five (5) members of the seven (7) must be licensed pilots;
2. Three (3) members of the seven (7) must be owners of taxiway home sites.
3. Two (2) members of the seven (7) must be owners of residential lots not located on taxi ways.
4. One (1) member of the seven (7) must be a member representing commercial interests or a commercial lot.

E. Removal of Committee Members. Committee members may be removed by resolution of the Board.

F. Replacement of Committee Members. When a Committee member has resigned or has been removed from office by the Board, the Board may then appoint a replacement Committee member to serve the unexpired term of the Committee member removed.

ARTICLE XII

CONTINUITY OF AIRPORT FACILITIES

Except as required by law or governmental regulation, no limitation of the use of the Airport shall be imposed without an affirmative vote of Members owning Lots or condominium units to which there are appurtenant ninety percent (90%) of the total votes of all Members, nor shall the maintenance and repair of the Airport by the Association be discontinued or suspended without the affirmative vote of Members owning Lots or condominium units to which there are appurtenant ninety percent (90%) of the total votes of all Members.

ARTICLE XIII

SEVERABILITY

If any section, subsection, sentence, clause, phrase, or word of these Amended Bylaws shall be for any reason held or declared by a court of competent jurisdiction to be inoperative or void, such holdings shall not affect the remaining portions of these Amended Bylaws.

ARTICLE XIV

GENDER; PLURALS

Whenever the context so requires the use of any gender, it shall be deemed to include all genders, and the use of the singular shall include the plural and the plural shall include the singular.

ARTICLE XV

CONTROL

In the event that there is a conflict between the terms of these Amended Bylaws and the terms of the Amended Articles, the terms of the Amended Articles shall control. Whenever possible, the terms of these Amended bylaws and the Amended Articles shall be interpreted to be consistent.