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STACY M. BUTTERFIELD, CLERK OF COURT  
POLK COUNTY  
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This instrument prepared by:

Robert C. Chilton, Esq.  
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245 S. Central Avenue  
Bartow, FL 33830

**AMENDED AND RESTATED BYLAWS FOR  
OAK WOOD ASSOCIATES, INC.**

1. Bylaws. These are the bylaws of Oak Wood Associates, Inc. ("Oak Wood" or "Association"), a Florida for profit corporation organized under the Florida Business Corporation Act, and a cooperative association pursuant to the Cooperative Act for the Oakwood Estates community in Polk County, Florida ("Oakwood Estates").

2. Definitions. The terms defined in Article 1 of the Amended and Restated Master Form Proprietary Lease for Oakwood Estates, as the same may be amended from time to time, are incorporated herein by reference and shall apply when used in these Bylaws and unless otherwise stated. The terms "Stockholder," "Shareholder," and "Member" shall have the same meaning as "Lessee" and "Owner" as defined in the Master Lease.

3. Fiscal Year. The fiscal year of the Association shall be the calendar year.

4. Stockholders.

4.1 Qualification and Voting Rights. Stockholders in this corporation shall be limited to those who have purchased 1 of the 443 stock certificates in Oak Wood and who have been granted the lease of a Lot in Oakwood Estates by the Association. The qualification of stockholders, the manner of their admission, changes thereto and the transfer and termination thereof, shall be as set forth in the Master Lease. There shall be one vote per Lot. No vote shall be divisible.

4.2 Stock Certificate Inscriptions. Stock certificates shall be inscribed with the following:

The rights of any holder of this certificate are subject to the provision of the Articles of Incorporation and the Bylaws of the Corporation and to all the terms, covenants, conditions and provisions of a certain proprietary lease made between the Corporation, as Lessor, and the person in whose name this certificate is issued, as Lessee, for a Lot (Unit) in the mobile home park which is owned by the Corporation and operated as a 'cooperative', which proprietary lease limits and restricts the title and rights of any transferee of this certificate and imposes a lien on this certificate to secure payment of assessments, common expenses and other

sums which may be due or become due to the Corporation from the holder hereof.

4.3 Designation of Voting Representative.

(A) If a Lot is leased by more than one person, the person entitled to cast the votes for the Lot shall, at the request of the Association, be designated by a certificate signed by all of the record Lessees of the Lot and filed with the Secretary of the Association.

(B) If a Lot is leased by a trust or other permitted entity, the person entitled to cast the votes for the Lot shall, at the request of the Association, be designated by a certificate signed by the Lessee's duly authorized trustee or agent and filed with the Secretary of the Association.

(C) Voting Representative certificates shall be valid until revoked or until superseded by a subsequent certificate or a change in the Lessee of a Lot.

4.4 Stockholder Roster. The Secretary of the Association shall maintain a roster showing the names and contact addresses of the Stockholders.

4.5 Dividends. Dividends shall not be paid to or accrue to the benefit of any Stockholder.

5. Stockholder Meetings.

5.1 Annual Stockholders' Meetings. The annual Stockholders' meeting shall be held each year for the purpose of electing Directors, and of transacting any other business authorized to be transacted by the Stockholders. The Board shall determine the date, time and place to hold the annual meeting. The location must be within Polk County.

5.2 Special Stockholders' Meetings. Special meetings of the Stockholders must be held when called by the Board or by 30% of the Stockholders. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

5.3 Notice of Stockholders' Meetings.

(A) Written notice of a Stockholders' meeting must be mailed, hand delivered, or electronically transmitted to each Stockholder at least 14 days before the meeting, and must be posted in a conspicuous place within Oakwood Estates at least 14 days before the meeting.

(B) Stockholders' meeting notices shall specify the place, day and hour of the meeting and include the meeting agenda.

5.4 Chairperson and Secretary. At each meeting of the Stockholders, the President, or in the President's absence, the Vice President, or their designee, shall act as Chairperson of

the meeting. The Secretary, or in the Secretary's absence, any person appointed by the Chairperson, shall act as Secretary of the meeting.

5.5 Quorum and Adjournment. At Stockholders' meetings, the presence of 51% of the Stockholders shall constitute a quorum. After a quorum has been established, the subsequent withdrawal of Stockholders so as to reduce the number present below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum has not been established at a meeting, the Stockholders present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting of the time, date and place that the meeting will be reconvened. Any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting.

5.6 Voting and Absentee Ballots. Other than electing directors, the process for which is governed by the Cooperative Act, at all Stockholders' meetings, Stockholders may vote in person, by absentee ballot in a form approved by the Board or by limited proxy, but as to such proxies, only to the extent allowed in the Cooperative Act. A Stockholder who submits an absentee ballot, or attends a Stockholders' meeting by limited proxy, shall be counted as present for purposes of establishing a quorum.

5.7 Virtual Meetings. If authorized by the Board, a Stockholders' meeting may be held, and Stockholders may participate, by means of remote video communication so long as:

(A) The Board implements reasonable means to verify that each person deemed present and authorized to vote is a Stockholder, a designated Voting Representative or a proxy holder;

(B) Stockholders have a reasonable opportunity to participate in the meeting, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings; and

(C) If internet-based online voting is authorized, the requirements of Section 719.129 of the Cooperative Act are met.

The Board may, in its discretion, require that Stockholders' participating virtually at a Stockholders' meeting vote by absentee ballot.

## 6. Board of Directors.

6.1 Governing Body and Election. The affairs of Oak Wood shall be governed and managed by a Board of 7 directors, who shall be Stockholders, and who shall be elected as set forth in the Cooperative Act.

6.2 Term. The term of office of each director shall be for 3 years and shall be

staggered so that, each year, either 2 or 3 directors are up for election. If it is necessary to establish or re-establish staggered terms, the Stockholders shall, at the annual Stockholders' meeting, designate which directors shall serve for 3 years, which directors shall serve for two years and which directors shall serve for 1 year. Each director shall hold office for the term for which he/she is elected and until his/her successor has been elected and qualified or until his/her earlier resignation, removal from office, disqualification or death.

6.3 Removal, Resignation and Vacancies. Any director may be removed from the Board in the manner authorized by the Cooperative Act. Any director may resign by furnishing written notice to the Association, in which case the resignation shall be of immediate effect unless otherwise stated therein. Any vacancy on the Board occurring before the expiration of a director's term shall be filled by the affirmative vote of a majority of the remaining directors, even if they constitute less than a quorum. The person so appointed shall serve for the unexpired term of his/her predecessor.

6.4 Compensation. Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

6.5 Director Certification. Within 90 days after being elected or appointed to the Board, each director shall certify in writing to the Secretary of the Association that he/she has read the Cooperative documents; that he/she will work to uphold such documents to the best of his or her ability; and that he/she will faithfully discharge his or her fiduciary responsibility to the Stockholders. Within 90 days after being elected or appointed to the Board, in lieu of such written certification, the newly elected or appointed director may submit a certificate of having satisfactorily completed, within 1 year before or 90 days after the date of election or appointment, the educational curriculum administered by an education provider approved by the Division of Florida Condominiums, Timeshares, and Mobile Homes of the Department of Business and Professional Regulation.

6.6 Powers. The Board shall have all powers for the management and administration of the affairs of the Association, and all authority incidental thereto, including but not limited to the following:

- (A) Determination, budgeting, assessment and collection of funds to defray Association expenses;
- (B) Establishment of the price for issuance of stock certificates and Lot leases;
- (C) Issuance of stock certificates and Lot leases;
- (D) Entering into contracts deemed necessary or appropriate in furtherance of the Association's interests;

(E) Adoption of reasonable written policies, rules and regulations, not conflicting with the other Cooperative documents, concerning operation of the Association, use of the Common areas and Lots, the conduct of Stockholders and their tenants, guests and invitees within Oakwood Estates and enforcement and interpretation of the Cooperative documents;

(F) Authorization and prosecution of proceedings to collect delinquent amounts due and owing on behalf of the Association, proceedings to enforce or interpret the Cooperative documents on behalf of the Association, proceedings related to the Common Areas and such other proceedings as are in the interests of the Association;

(G) Employment and dismissal of personnel and agents necessary or appropriate for the maintenance and operation of the Association, including bookkeepers and managers;

(H) Establishment of bank accounts in the name of the Association, and authorization of signatories therefor;

(I) Procuring of insurance for the Association and Common areas;

(J) Appointment and termination of committees, which serve at the pleasure of the Board, as from time to time it may be deemed appropriate; and

(K) Exercise for the Association all powers, duties and authority vested in or delegated to the Association by law and not specifically reserved to the Stockholders.

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

(A) Cause to be kept minutes of all meetings of the Stockholders and Board in written form or in another form which can be converted into written form within a reasonable time;

(B) Supervise all officers, agents and employees of the Association to see that their duties are properly performed;

(C) Fix the amount of Assessments and send notice thereof to the Stockholders in advance of the due date;

(D) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(E) Maintain the official records of the Association, including records of receipts and disbursements arising from the operation of the Association;

(F) Cause all persons who control or disburse Association funds to be appropriately bonded or insured;

(G) Maintain, repair and operate the Common areas;

(H) Enforce the Cooperative documents; and

(I) Perform all duties and obligations of the Association as set forth in the Cooperative documents and as otherwise required by law.

7. Meetings of the Board.

7.1 Meetings. A meeting of the Board occurs whenever a quorum of the Board gathers to conduct Association business. Regular and special meetings of the Board are open to all Stockholders except meetings between the Board and its attorney to discuss proposed or pending litigation where the contents of the discussion are governed by the attorney-client privilege or Board meetings held for the purpose of discussing personnel matters.

7.2 Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

7.3 Regular Meetings. Regular meetings of the Board shall be held as may be determined by the Board.

7.4 Special Meetings. Special meetings of the Board shall be held when called by the President or by any 3 directors.

7.5 Meeting Notice.

(A) Notice of a Board meeting shall be posted in a conspicuous place within Oakwood Estates at least 48 hours before the meeting, except in an emergency. Notice of any meeting at which non-emergency special assessments will be considered, at which amendments to rules regarding Lot use will be considered, or at which the annual budget will be considered, must be mailed, delivered, or electronically transmitted to the Stockholders and posted in a conspicuous place within Oakwood Estates not less than 14 days before the meeting.

(B) Board meeting notices shall specify the place, day and hour of the meeting and include the meeting agenda. Assessments may not be levied at a Board meeting unless the meeting notice includes a statement that Assessments will be considered and provides the estimated cost and description of the purpose for such Assessments. Notice of the meeting at which the annual budget will be considered must include a copy of the proposed budget.

7.6 Attendance and Manner of Voting. Directors may participate in a meeting by

means of telephone, real-time videoconferencing, or similar real-time electronic or video communication equipment if all persons participating in the meeting can hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy or secret ballot at Board meetings, except secret ballots may be used in the election of officers.

8. Officers.

8.1 Officers and Election. The officers of the Association, who must also be directors, shall be a President, a Vice President, a Treasurer and a Secretary, all of whom shall be elected by the Board and who may be removed and replaced by the Board, with or without cause, at any Board meeting. Officers must be stockholders. Any person may hold 2 or more offices except that the President shall not also be the Secretary. The Board may from time to time elect such other officers and designate their powers and duties as it shall find necessary or convenient to manage the affairs of the Association.

8.2 Term and Resignation. The officers shall be elected annually by the Board at the first Board meeting following the annual Stockholders' meeting and hold office for 1 year and until his/her successor has been elected or until his/her earlier resignation, removal from office, disqualification or death. Any officer may resign by furnishing written notice to the Association, in which case the resignation shall be of immediate effect unless otherwise stated therein.

8.3 President. The President shall be the chief executive officer of the Association. He/she shall have all of the powers and duties which are usually vested in the office of president of a corporation, including but not limited to the power to serve as chair at all meetings, issue instructions to the Association's agents and attorneys and execute instruments on behalf of the Association.

8.4 Vice President. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He/she shall also generally assist the President and exercise such other powers and perform such other duties as may be required by the Board or the President.

8.5 Secretary. The Secretary shall keep the minutes of all proceedings of the Board and the Stockholders. He/she shall attend to the giving and serving of all notices to the Stockholders and Board, and other notices required by law. He/she shall keep the official records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of a corporation and as may be required by the Board or the President.

8.6 Treasurer. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He/she shall keep the financial books of the Association in accordance with good accounting practices, provide for collection of Assessments; and perform all other duties incident to the office of treasurer of a corporation and as may be required by the Board or the President.

8.7 Compensation. Officers shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.

9. Committee Meetings. Meetings of a committee to take final action on behalf of the Board or to make recommendations to the Board regarding the annual budget shall be noticed and conducted in the same manner as Board meetings. Meetings of a committee that does not take final action on behalf of the Board or make recommendations to the Board regarding the association budget shall, on the other hand, be noticed and conducted in the manner determined by the committee members.

10. Assessments. The determination of Assessments and manner of collection from Stockholders their respective shares of the Association's common expenses shall be as stated in the Master Lease.

11. Official Records. The Association shall maintain its official records for at least 7 years. The official records shall be made available to Stockholders for inspection as required by law.

12. Budget and Financial. The Board shall adopt an operating budget for the Association in advance for each fiscal year. The budget shall show the amounts budgeted by accounts and expense classifications, reflect the estimated revenues and expenses for the year, list the estimated surplus or deficit as of the end of the year and include reserve accounts for capital expenditures and deferred maintenance.

13. Indemnification. Except for willful misconduct or a knowing violation of their fiduciary responsibilities to Stockholders, directors and officers of the Association shall be indemnified by the Association to the fullest extent permitted by law. Directors and officers of the Association and shall not be personally liable for any act, debt, liability or other obligation of the Association by virtue of being a director or officer.

14. Amendment.

14.1. Amendments to these Bylaws may be proposed either by the Board or on petition of 30% of the Stockholders. Unless it is impracticable due to the volume of amendments, proposals to amend shall contain the full text of the provision to be amended, new words shall be inserted in the text and underlined, and words to be deleted shall be lined through.

14.2. These Bylaws may be amended upon the written consent of 60% of the Stockholders and the recording, in the public records of Polk County Florida, of a copy of those consents with a certificate of amendment duly executed by the President or such other officer as designated by the Board.

15. Miscellaneous.

15.1 Severability. The invalidity or unenforceability in whole or in part of any section, subsection, sentence, clause, phrase or word or other provision of these Bylaws shall not affect the remaining portions.

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

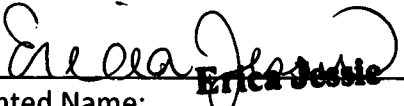
15.3 Notice. Whenever written notice is required, by the Cooperative documents or applicable law, to be furnished to a Stockholder, such notice shall be deemed to be delivered when (A) emailed to the email address supplied by the Stockholder for the purpose of notice or (B) deposited in the U.S. mail, postage prepaid, addressed to the Stockholder's address last appearing on the books of the Association. It is the affirmative duty of each Stockholder to notify the Association, in writing, of the mailing or e-mail address at which they wish to receive notice from the Association, and to update the Association if and when the address changes.

15.4 Employment. To avoid even the appearance of a conflict of interest, individuals who reside on the same Lot as a director or officer shall not be employed in the office by the Association.

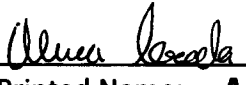
IN WITNESS WHEREOF, the Association, by and through its duly authorized officers, pursuant to Florida law, and with the unanimous approval of the Board and the approval of more than two-thirds of the Stockholders, has caused these Bylaws to be duly executed this 22nd day of March, 2022.

Signed, Sealed and Delivered  
in the Presence of:

Oak Wood Associates, Inc.

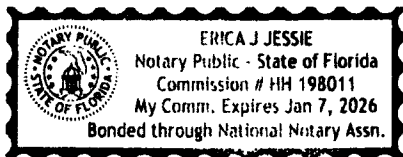
  
Printed Name: Erica Jessie

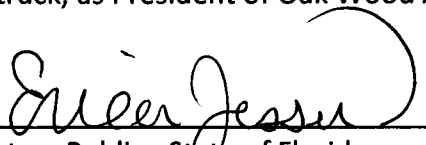
  
Janadine E. Struck, President

  
Printed Name: Alma Lored

STATE OF FLORIDA  
COUNTY OF POLK

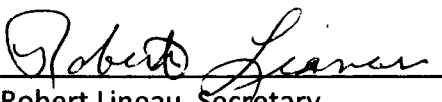
The foregoing was executed and acknowledged before me by means of physical presence this 22nd day of March, 2022, by Janadine E. Struck, as President of Oak Wood Associates, Inc.



  
Notary Public - State of Florida  
Type of ID Produced: drivers' license

Certificate of Secretary

I certify that I am the elected and acting Secretary of Oak Wood Associates, Inc. and that the foregoing Bylaws were duly approved and were adopted unanimously by the Board and by more than two-thirds of the Stockholders.

  
Robert Lineau, Secretary

Date: Mar. 22, 2022