File # 2025066217, OR BK: 4973 PG: 484, Pages: 1 of 15, Recorded 11/14/2025 at 10:20 AM,
Bill Kinsaul, Clerk Bay County, Florida Deputy Clerk KM Trans # 2038397

CERTIFICATE OF AMENDMENT TO BY-LAWS OF BAY POINT IMPROVEMENT ASSOCIATION, INC. (d/b/n Bay Point Community Association)

THE UNDERSIGNED, being the duly elected and acting President of Bay Point Improvement Association, Inc. (d/b/a Bay Point Community Association), a Florida corporation not for profit, 4000 Marriott Drive, Suite C, Bay Point, Florida 32408, does hereby certify that the attached "AMENDED AND RESTATED BY-LAWS OF BAY POINT IMPROVEMENT ASSOCIATION, INC. (Aka Bay Point Community Association)" was proposed and duly adopted by the Board of Directors of Bay Point Improvement Association, Inc. at a duly called and properly noticed meeting of the Board of Directors when a quorum was present on November 10, 2025.

WITNESSES:

Lynn Gram

Printed name: Lynn Gram

Printed name: Lee Waller

Bay Point Improvement Association, Inc. (d/b/a Bay Point Community Association)

By: ____________________

Jim Penny, President

STATE OF FLORIDA

COUNTY OF BAY

Before me, the undersigned authority, appeared Jim Penny to me personally known and known to be the President of Bay Point Improvement Association, Inc., d/b/a Bay Point Community Association, a Florida not for profit corporation, and he acknowledged to and before me that he executed the foregoing for the uses and purposes therein stated.

WITNESS my hand and official seal this 14 day of November 2025.

NOTARY PUBLIC

My Commission expires: 05/31/2027

HEATHER WALKER
Notary Public
State of Florida
Comm# HH405185
Expires 5/31/2027

AMENDED AND RESTATED BY-LAWS Of BAY POINT IMPROVEMENT ASSOCIATION, INC. (D/B/A Bay Point Community Association) (A Florida Corporation Not for Profit)

"Substantial rewording. See governing documents for current text."

ARTICLE ONE
IDENTITY

1. The name of this organization shall be BAY POINT IMPROVEMENT ASSOCIATION, INC., a corporation not for profit. The organization will do business as BAY POINT COMMUNITY ASSOCIATION (the "Association"), a fictitious name, organized for the purpose of administering that certain property located in Bay County, Florida, and known as Bay Point.

2. The association shall have a seal which shall contain the following, Bay Point Improvement Association, Inc., a Year, Incorporated and A Non-Profit.

ARTICLE TWO
Definitions

For convenience, these By-Laws shall be referred to as the "By-Laws;" the Articles of Incorporation of the Association as the "Articles;" and the Declaration of Covenants and Restrictions as the "Declaration"; and "Members" shall mean all persons owning, in fee simple, a parcel or parcels of real property in Bay Point, or an undivided interest in a parcel or parcels and the managing entity of any time share project having 80 or more timeshare units - a unit being defined as an apartment subject to a time sharing arrangement. In cases of divided fee ownership, members shall be entitled to one vote for each parcel owned. The managing entity of a timeshare project shall not be entitled to any votes in the election of directors but shall be entitled to have a director on the Board of Directors of the Association as provided herein. The other terms used in these By-Laws shall have the same definitions and meaning as those set forth in Florida Statutes, Chapter 617, Corporations Not for Profit, and Chapter 720, Homeowners' Associations, as well as those set forth in the Declaration and the Articles, unless provided to the contrary in these By-Laws, or unless the context otherwise requires.

ARTICLE THREE
Purposes

The following are the purposes for which this association has been organized: To maintain its common properties within Bay Point, which common properties or areas include, without limitation, storm drainage facilities, streets, canals, bulkheads, bridges and culverts, and street lighting; to provide police and security services to deter damage to its common areas, disturbances, and to promote and protect the peace, quiet, happiness and standards of living of persons residing in Bay Point; to promote and protect values of members real estate within Bay Point; to foster and advance civic interest among its members; to enforce restrictive covenants; to regulate short term rentals in single family residences in non-condominium associations; to represent the residents of Bay Point in matters of common interest which require organizational representation; to sponsor improvement projects in, or to, the areas and infrastructure which the Association has, or has accepted maintenance responsibilities for and to work with sub-associations; to cope with community problems such as security, transportation, drainage problems and beautification; to provide and maintain such services, facilities and improvements as are deemed necessary by the board of directors; to prescribe rules and regulations and to provide for the enforcement thereof for the use and enjoyment of all of the association members and to preserve and enhance the natural beauty of the area.

ARTICLE FOUR
Meetings

The annual membership meeting of this association shall be held at 10:00 a.m. on a Saturday in February of each year as designated annually by the Board of Directors.

Special meetings of the members of this Corporation may be called by the President when he deems it in the best interest of the Corporation. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least seven but no more than thirty days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of twenty-five percent (25%) of the members entitled to vote at such meeting, the Board of Directors of the Corporation, or the President, shall cause a special meeting to be called, provided, however, that such request is in writing and submitted at least fifteen (15) days before the requested meeting day.

No other business but that specified in the notices of special meetings may be transacted.

The presence of not less than thirty percent (30%) of the members entitled to vote in person or by proxy shall constitute a quorum at all meetings and shall be necessary to conduct the business of the association; but a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of said rescheduled meeting to be sent, not less than fourteen days prior to the meeting, to all those members who were present or not present at the meeting originally called. Evidence of compliance with the 14-day notice shall be made by affidavit executed by the person providing the notice and filed upon execution among the official records of the Association. A quorum as hereinabove provided shall be required at any adjourned meeting.

At least thirty days prior to the date of each annual meeting, the Board will cause to be mailed, delivered, or electronically transmitted to all members, at their address of record, an agenda for the meeting. In addition, the Board may include information, and recommended positions, concerning some or all the items on the agenda. Any member who wishes to submit an item to the agenda must submit a petition, signed by a minimum of five (5%) of the voting members, at least fifty days before the date of the annual meeting so that it can be included by the Board on the agenda. Agenda items will not be accepted by the Board of Directors, nor raised from the floor during the meeting which was not included on the agenda for the annual meeting.

ARTICLE FIVE
Annual Elections/Nominations for Board Seats

On or about September 1 but no later than September 5 of the year preceding the annual election, the Association shall invoice all members with for annual assessments, a notice for self nominations from the members for Board of Director seat(s) made available due to expiration of term. The notice shall provide for the qualifications to serve, the time schedule for submitting self nominations as defined herein, identify the available Board seat(s) and a form for member self-nomination.

Regarding the election of members to the Board of Directors at the annual meeting, members shall have from September 1 until October 15, preceding the next election, to make self-nominations in accordance with Florida Statutes Chapter 720 and based on geographical locations as described in Article 8A, hereof. Such nominations must be in writing or by e-mail and delivered to the association prior to midnight October 15, preceding the next election. The association shall verify the property ownership of the nominee and the area(s) for which the nominee is qualified to run. To be a qualified candidate for election and to appear on the ballot a nominee shall have paid all BPCA assessments and dues by November 1 and own property in the geographical area for which there is a vacancy or be the legal spouse of a property owner in the geographical area(s) for which there is a vacancy. On October 1, the association shall notify the President of any association within a geographical area in which there is a vacancy if there have been no self-nominations received from that area. The notification can be mailed, delivered, or electronically transmitted to the addresses provided the BPCA by the parties to be notified.

In the event no self nominations are forthcoming from any geographical location of property ownership, then during the period of October 16 through November 15 preceding the annual election, self-nominations at large may occur for any seat(s) for which there is no self-nominee from the respective geographical area. Notice of the at-large self-nomination period will be posted and electronically transmitted to all members, at their address of record; the association is not required to mail this notice. An incumbent Director whose term is expiring may not self-nominate himself/herself during the period of September 1 through October 15 for a seat for a geographical area in which there is a vacancy unless qualified as a property owner in that area or is the legal spouse of a property owner in such geographical area; but may self-nominate during the period of October 16 thru November 15 as an at large member, pursuant to the at-large provisions contained herein.

Ballots for the election of Directors shall be provided or available electronically to the members in advance of the Annual Meeting to allow for absentee voting and in no event shall self-nominations occur after November 16 preceding the annual election and self-nominations from the floor will not be accepted during the annual meeting.

In any event, from October 15th to regularly scheduled December board meeting, the President may, through appointment of a Nominating Committee, solicit candidates for any vacancy that is currently up for election. The candidates may be from any geographical area provided however, that if there is a self nominated candidate from any geographical area(s) who meets all of the criteria, including property ownership, any additional candidate(s) solicited by the Nominating Committee for that area(s) must also meet all of the criteria, including property ownership in that geographical area(s). All candidates, whether self-nominated or solicited by the Nominating Committee, must be presented to the Board of Directors at their December board meeting for final approval. The nominating committee shall not be composed of any candidate for election.

All candidates for election may submit biographical information, on one 8 ½″ x 11″ sheet of paper, to the association for inclusion in the December Agenda Package of the regularly scheduled meeting preceding the annual election and for inclusion in the nominating committee report. BPCA shall not edit the biographical information as submitted by nominees.

The Board of Directors shall consider such report as it receives from the nominating committee and, upon final approval by the Board including any changes which the Board decides to make, must submit the final Board-approved candidates by mail, delivery, or electronic transmission to all members at least thirty days prior to the annual meeting. The association must verify candidate eligibility to run, accuracy of the ballot and that candidate information sheets are included with the mailing.

ARTICLE SIX
Voting

To the extent allowable by Florida law, the Board of Directors shall have the power and authority to adopt all means, rules, regulations, and procedures used to conduct the annual election of directors.

Voting at all meetings, except for the election of directors, or any motion/action that requires an ordinary or extraordinary vote of the majority or more of the voting interests of the association members, if without objection, shall be by general consent, e.g., voice, show of hands. If there is an objection there shall be a roll call vote. The annual election of directors shall be by the two-envelope secret ballot procedure, or adopted electronic means as set out in Florida Statutes Chapter 720. Voting on any motion or action that requires an ordinary or extraordinary vote of the majority or more of the eligible voting interests of the association members shall be by Limited Proxy, or adopted electronic means as set out in Florida Statutes Chapter 720. Ordinary and extraordinary actions are those associated with a change in the governing documents (Articles, Declaration, increase to members' annual assessments, the establishment of reserve funds, and acquisition, sale or disposal of common facilities or property.

With respect to the election of Directors, an election is not required when there is only one candidate for a vacancy per geographical area entitled to a director. When there is only one candidate for a vacancy per geographical area entitled to a Director the candidate(s) become member(s) of the BPCA board effective upon the adjournment of the annual meeting regardless of whether a quorum is attained.

For all votes by ballot, the President of the Association shall, prior to the commencement of balloting, appoint a committee of three who shall act as the "Election Certification Committee" and who shall, at the conclusion of such balloting, certify the results in writing to the Chairman of the meeting at which the tabulation of ballots was concluded. A certified copy of the written results shall become a part of the minutes of that meeting.

No Election Certification Committee member shall be a candidate for office.

ARTICLE SEVEN
Order of Business at Annual Membership Meeting

The order of business at the Annual Membership Meeting shall be established from time to time by the Board. The slated business may be conducted concurrently with the election of director's certification process, as required.

ARTICLE EIGHT
Board of Directors

A. The business of this Corporation shall be managed by a Board of Directors, consisting of eleven members. Ten of the eleven Directors shall be elected, by a vote of all the Class I members of this association, at the Annual Membership Meeting called for in Article Four above and the eleventh Director shall be appointed by the Legends Edge Condominium Association, Inc. Eligibility to stand for election for the ten Class I directorships shall be based upon location of property ownership, within each of the geographical areas and allocated in the following manner, to-wit. Refer to attached map for graphic illustration of Board seats by geographical location. All Board members must be owners of property or be a legal spouse of the owner of property within Bay Point continuously during their respective terms of their service as such board members. The Board Seat positions by geographical location and the rotation schedule are defined as follows:

Area Represented (Number of Units)	Director Board Seats	Seat Rotation Schedule
A. Single family dwellings		
(Units 1-1A, Bonefish Pointe, Weakfish, Non-Canal (414 lots)		
Seat A-1	1	2023,2026,2029
Seat A-2	1	2022,2025,2028
Seat A-3	1	2024,2027,2030
A. Waterfront and Canal Association (263 lots)		
Seat A-4	1	2023,2026,2029
Seat A-5	1	2024,2027,2030
B. Legend Hills and Legend Place		
(169 lots/units)	1	2024,2027,2030
SUBTOTAL SINGLE FAMILY (846 Lots) Fifty-eight percent (58%) of Class I	6	
C. Bay Point Road Multi-Family Area	1	2023,2026,2029
Golf Cove, Golf Villas I,II, III Marina Club (145 units)		

D. Resort Village - Central	1	2022.2025,2028
Legend Villas, Harbour Villas (140 units)		
E. Kingfish Lane (South)	1	2022.2025,2028
Turtlegrass, Bay View Villas, and Lagoon Towers (151 units)		
F. Marriott Drive/Resort Village (South)	1	2022.2025,2028
Reflections, Grand Residence, and the Cay (169 units)		
SUBTOTAL multi-family (605 Lots/units) Forty-two percent (42%) of Class I	6	
Total Class I Members (1451)	10	
G. MVCI's Legends Edge Class II Member	1	As Appointed
(84 units)		
Total Directors (1535 members)	11	

B. The nominating process for the election of directors shall be established and supervised by the Board of Directors, as described in more detail in Article Five. Notwithstanding any other provision contained in these By-Laws and pursuant to the requirements of Chapter 720, Florida Statutes, a qualified member of the Association, may nominate himself or herself as a candidate for membership on the Board of Directors in advance of the meeting at which directors will be elected in accordance with the time requirements for other nominations for candidates.

C. Once elected each director is specifically subject to Florida Statue Section 617.0830 and has a fiduciary relationship to the members to serve the interests of all members of the Association.

D. Every leap year, the Board shall reassess the allocation in Paragraph A above regarding eligibility to stand for election as a director, using the standard of one unit/one vote as same relates to developed units of property, applied to the extent reasonably possible so that each of the ten (Class I) Board positions represents an equal number of lots and units, and also the standard of grouping readily identifiable sub-developments as the basis for each Board position. During any reassessment, attached map shall be modified accordingly.

E. No person may be nominated or serve as a member of the Board of Directors unless all assessments on all parcels of property owned by said proposed nominee or spouse of the nominee are fully paid on by November 1.

F. The directors to be elected for the ensuing year shall be by the Association members at their annual meeting.

G. In each election, a minimum of three Directors, plus a Director to complete the unexpired term for each vacancy on the Board filled by an interim appointee for the balance of the year (pursuant to paragraph Eight K., of these By-Laws), shall be elected.

H. The Board of Directors shall have control and management of the affairs of the business of this Association. The Board of Directors shall only act in the name of the Association when it shall be regularly convened by its President, or their designee after due notice to all directors of such meeting.

I. A majority of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held regularly on the second Monday of each month at 5:30 p.m. or on such other day and time as may be decided upon from time to time by the Board. Each director shall have one vote, and such voting may not be done by proxy.

J. The Board of Directors may make such rules and regulations covering its meeting as may in its discretion determine necessary.

K. Vacancies in said Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors for the balance of the year until the next annual meeting and election occurs.

L. The President of the Association, by virtue of his/her office, shall be President of the Board of Directors.

M. A director may be removed pursuant to the provisions of Chapter 720, Florida Statutes, as amended from time to time.

N. The immediate past President of the corporation, if his/her regular and full term on the Board of Directors shall not have expired, then he/she shall continue to serve as a director for the balance of his/her term and shall have all the rights, privileges, authority, and responsibilities as any other member of the Board of Directors.

O. Not withstanding any other provision in this Article, the term of any director who shall fail to attend four regular meetings of the Board of Directors, without being excused, during any one year term of office, or fails to meet the statutory requirements to be a Director shall be removed from the Board. Board members can participate in meetings remotely by videoconferencing or audio call, and their participation counts toward a quorum. They can also vote as if they were physically present.

ARTICLE TEN
Officers

The officers of the association shall be elected by a majority vote of the Board of Directors at their annual organizational meeting immediately following the annual members meeting of the association and shall be as follows:

President
First Vice President
Second Vice President
Secretary
Treasurer

The officers of this association shall be permanent residents of Bay Point.

The President, or his/her designee, shall preside at all annual membership meetings.

He/she shall, by virtue of his/her office, be President of the Board of Directors.

He/she shall present at each annual meeting of the association an annual report of the work of the association.

He/she shall appoint all committees, temporary or permanent.

He/she shall see all books, reports and certificates as required by law are kept or filed in accordance with same.

He/she shall be one of the officers who may sign the checks or drafts of the association.

He/she shall have such powers as may be reasonably construed as belonging to the president of any association.

A Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become Acting President of the association with all the rights, privileges and powers as if he/she had been the duly elected president.

The Secretary shall keep the minutes and records of the association as statutorily required.

It shall be his/her duty to file any certificate required by any statute, federal or state.

He/she shall cause all notices to be served to members of this association.

He/she shall be the official custodian of the records and seal of this association.

He/she shall submit to the Board of Directors any communication which shall be addressed to him/her as Secretary of the association.

He/she shall exercise all duties of the office of Secretary.

The Treasurer shall have the care, custody and oversight of all monies belonging to the association and shall be solely responsible for such monies or securities of the association. As needed, the Treasurer shall cause to be deposited and/or maintained in an interest-bearing checking account at a local branch (Bay County, Florida)of a financial institution chartered by the U.S. Government or the State of Florida and whose deposits are insured by the Federal Deposit Insurance Corporation, a sum equal to at least the Accounts Payable and the planned or budgeted expenses for the next two months. The balance of the funds of the association shall be deposited or invested by the Treasurer in a savings account, money management account, certificate of deposit, or U.S. Government securities at or through the same financial institution or others similarly chartered and insured. The Treasurer shall disperse the investment funds to ensure that the deposits in any single financial institution do not exceed the maximum limit of the insurance coverage. The Treasurer shall not make any other form of investment or conduct business with any individual or financial institutions that are not similarly chartered or insured without the express written authorization and approval of the Board of Directors.

He/she must be one of the officers who shall sign checks or drafts of the association. No special funds may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the association which shall become part of the minutes of the meeting.

He/she shall exercise all duties incident to the office of Treasurer.

No officer shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the association for duties other than as a director or officer.

ARTICLE ELEVEN
Salaries

The Board of Directors shall hire and fix the compensation of all employees which they in their discretion may determine to be necessary in the conduct of the business of the association.

ARTICLE TWELVE
Committees

All committees of this association shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE THIRTEEN
Dues and Assessments

A. Assessments upon the parcels, lots, or ownership interests owned by members of this Association shall be based on the budget established at the July meeting of the Board of Directors each year, and ratified by affirmative vote of a majority of the Board of Directors at the August meeting. From time to time as necessary and with a majority plus one vote of the Board of Directors, the assessments upon the parcels or lots or ownership interests may be established in a month other than July. The annual budget will be established at the July meeting of the Board of Directors and the annual budget may be amended thereafter at any regular or special meetings of the Board of Directors to address deferred maintenance and reserve expenditures not addressed therein. Notice of the annual assessment shall be mailed to all members not later than the first business day of September of each year. All unpaid assessments shall constitute a lien upon the members' parcels or lots or ownership interests, and all assessments remaining unpaid after the first day of November of each year shall begin accruing interest at the highest statutory rate provided in the Florida Statutes. All assessments remaining unpaid after the first day of December shall incur a late fee of twenty-five dollars ($25), in addition to accrued simple interest. All judgments, late charges, interest as well as any costs and attorney's fees expended by the Association in connection with the unpaid assessment, shall also be secured by the lien upon the parcel or lot or ownership interest. Late charges and interest can be waived by the Board of Directors if one-half of the assessment is paid prior to November 1st each year accompanied by a written request from the property owner to allow partial payment and setting forth reasons which would demonstrate a need for partial payments. The second installment would then be due before March 1st, and if not paid shall void the approved payment agreement making the entire outstanding balance due, and incur late charges and interest from the first day of December.

B. Individual assessments against individual parcels or lots or ownership interests may also be made by the Board of Directors when necessary to accomplish the purposes of the Association, as set forth in the Articles, By-Laws, Declaration and or the Rules and regulations; any individual assessment shall be established by the Board of Directors, or its designee, and upon exceeding one-thousand dollars ($1.000), shall then become a lien upon the individual parcel or lot or ownership interest, which lien shall begin accruing interest at the highest statutory rate provided in the Florida Statutes for judgments, and which lien shall also secure the repayment to the Association of any costs and attorney's fees expensed by the Association in connection with such individual assessment.

C. Notices of all board meetings must be posted via an Association application, the association website, or other conspicuous place in the community at least 48 hours in advance of a meeting. If an assessment is to be considered the notice of the meeting shall include a statement that an assessment will be considered and the nature of the assessment. Notices of meetings at which special assessments will be considered, or at which amendments to rules regarding parcel use will be considered, must be mailed, delivered, or electronically transmitted to the members and parcel owners and posted conspicuously on the property not less than 14 days before the meeting.

D. The association may provide notice by electronic transmission in a manner authorized by law for meetings of the board of directors, committee meetings requiring notice under this section, and annual and special meetings of the members to any member who has provided an email address to the association to be used for such purposes; however, a member must consent in writing, or approved electronic signature format as determined by the Association to receive notice by electronic transmission.

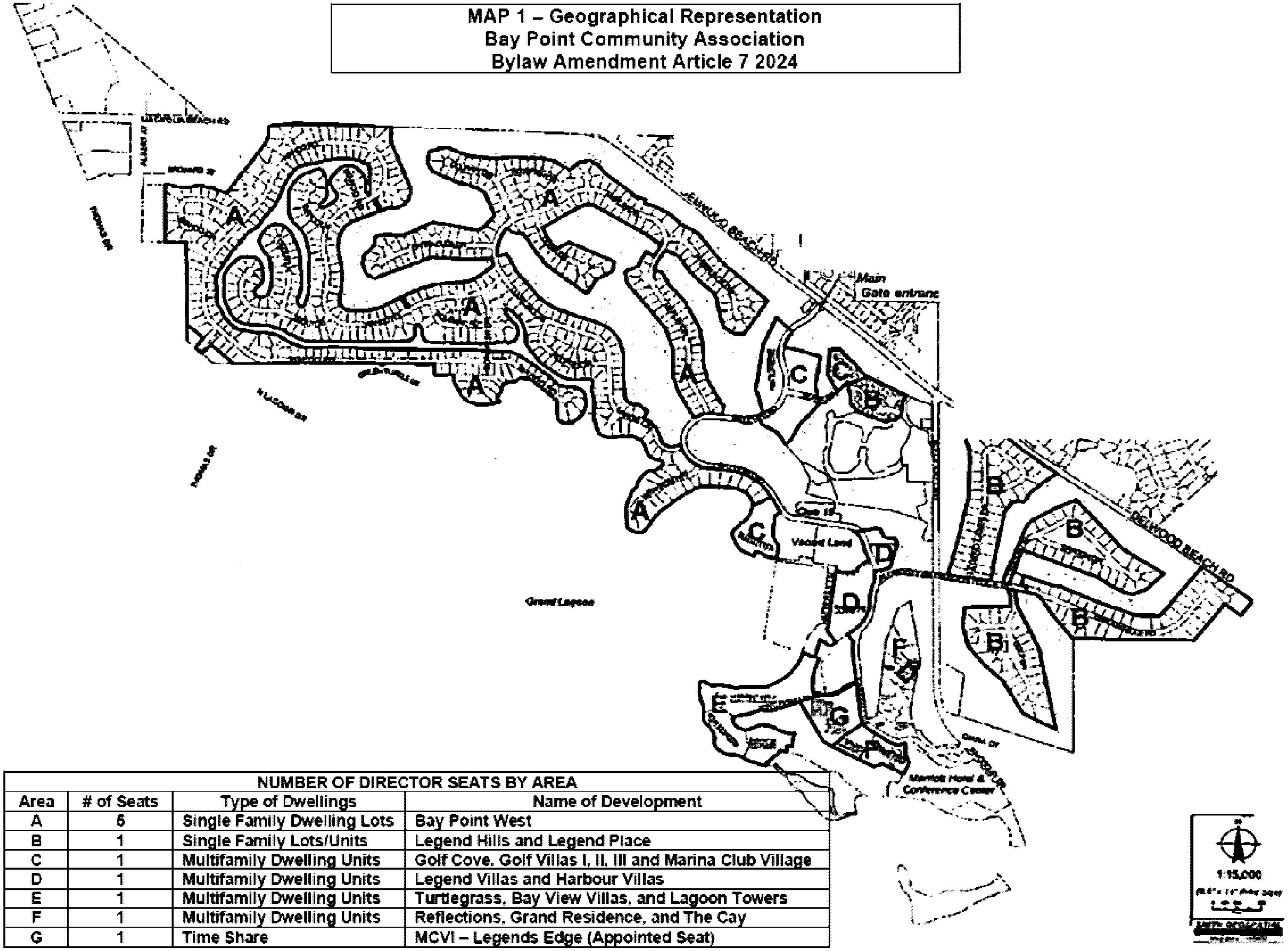
ARTICLE FOURTEEN
Rules

In order to carry out the purposes and responsibilities and duties set forth in the Articles, By-Laws or Declaration, the Board of Directors is authorized, as it deems appropriate, to adopt Rules and Regulations to govern activities of, and matters of concern to, Bay Point Community Association members and the several neighborhood associations in which BPCA membership is required and or common area exist, including and not limited to, short term rental regulations Such Rules shall have the force and effect of the provisions of these By-Laws, and shall include setting of fines for violations, which fines may exceed $100 per violation or $1,000 aggregate for continuing violations. Such Rules may be amended or rescinded by the Board at any appropriately noticed regular or special meetings of the Board.

ARTICLE FIFTEEN
Amendments

These By-Laws may be altered or rescinded by the Board of Directors of the Association. The By Laws of the Association may be adopted by the Board of Directors at a meeting to be called for that purpose.

MAP 1 – Geographical Representation
Bay Point Community Association
Bylaw Amendment Article 7 2024



NUMBER OF DIRECTOR SEATS BY AREA			
Area	# of Seats	Type of Dwellings	Name of Development
A	5	Single Family Dwelling Lots	Bay Point West
B	1	Single Family Lots/Units	Legend Hills and Legend Place
C	1	Multifamily Dwelling Units	Golf Cove, Golf Villas I, II, III and Marina Club Village
D	1	Multifamily Dwelling Units	Legend Villas and Harbour Villas
E	1	Multifamily Dwelling Units	Turtlegrass, Bay View Villas, and Lagoon Towers
F	1	Multifamily Dwelling Units	Reflections, Grand Residence, and The Cay
G	1	Time Share	MCVI – Legends Edge (Appointed Seat)