BYLAWS

OF

PROMINENCE PROPERTY OWNERS ASSOCIATION, INC.

A NONPROFIT CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA

These Bylaws (the "Bylaws") of **PROMINENCE PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter called the "Association"), a nonprofit corporation, incorporated under the laws of the State of Florida are hereby created and adopted pursuant to the Articles of Incorporation of the Association filed in the Florida Department of State, Division of Corporations (the "Articles of Incorporation"). The Association has been organized for the purpose of providing various services and benefits with regard to the Subdivision (as that term is defined in the Articles of Incorporation).

ARTICLE I
ASSOCIATION

1.1 Office. The office of the Association shall be at 2842 U.S. Highway 98 West, Santa Rosa Beach, Florida 32459, or such other place as shall be selected by the Board of Directors.

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

ARTICLE II
MEMBERS

2.1 Qualification. The members of the Association shall be determined in accordance with Article VII of the Articles of Incorporation. "Owner", as used herein, shall mean and refer to the record owner, whether the same shall consist of one or more persons or entities, of the fee simple title to any platted lot in the Subdivision (a "Lot"), but excluding those having such interest merely as security for the performance of the obligation.

2.2 Voting Rights. All Owners shall be entitled to one (1) vote for each Lot owned.

2.3 Designation of Voting Members.

2.3.1 If a Lot is owned by more than one (1) person, the person entitled to cast the vote or votes for the Lot may be designated by a certificate signed by all of the record owners of the Lot and filed with the Secretary of the Association. If a Lot is owned by a corporation, partnership, trust, company or other legal entity, the person entitled to cast the vote or votes for the Lot may be

designated by a certificate of appointment signed by a duly authorized representative of the entity and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Lot, and a certificate may be revoked by any owner of an interest in the Lot. Any such revocation shall be in writing and signed by any owner of an interest in the Lot or a duly authorized representative of the entity, as the case may be, and filed with the Secretary of the Association.

2.3.2 If a Lot is owned by more than one (1) person and such owners do not designate a voting Member as required hereinabove, the following provisions shall apply:

2.3.2.1 If more than one (1) such owner is present at any meeting, and said owners are unable to concur on a decision on any subject requiring a vote, said owners shall lose their right to vote on that subject at that meeting; however, said vote or votes shall be included in the determination of the presence of a quorum.

2.3.2.2 If only one (1) such owner is present at a meeting, such person attending shall be entitled to cast the vote or votes pertaining to the Lot.

2.3.2.3 If more than one (1) such owner is present at the meeting and said owners concur, any one (1) such owner may cast the vote or votes for the Lot.

2.4 Restraint Upon Alienation of Assets. A member shall have no vested right, interest, or privilege of, in, or to the assets or funds of the Association, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, except as an appurtenance to the ownership of his Lot.

2.5 Change of Membership. A change of membership in the Association shall be established by recording in the Office of the Clerk of the Circuit Court of Walton, County, Florida, a deed or other instrument establishing a record title to a Lot (the "Record Property") and the delivery to the Association of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Association (the "Record Property Owner"). The membership of the prior Record Property Owner shall be thereby terminated, provided he is not an owner of other Record Properties in the Subdivision. Any change in ownership shall be subject to the relevant Subdivision documents, including the Declaration (as that term is defined in the Articles of Incorporation).

ARTICLE III
MEMBERS' MEETINGS

3.1 Place. All meetings of members of the Association shall be held at such place within the County of Walton, Florida, as may be stated in the notice of the meeting.

3.2 Membership List. At least ten (10) days before every election of the directors, a complete list of the members of the Association, arranged alphabetically, shall be prepared by the

Secretary. Such list shall be maintained by the Secretary of the Association and shall be open to examination by any member at any reasonable time and on reasonable notice.

3.3 Regular Meetings.

3.3.1 After Turnover (as defined in the Declaration), regular or annual meetings of the members of the Association shall be held on the second Tuesday of October of each year; provided, however, if the day set for annual meetings is a legal holiday, the meeting shall be held the same hour on the next day following which is not a legal holiday.

3.3.2 The time of holding the annual meeting of members may be changed at any time prior to fifteen (15) days before the regular day for holding such meeting by a resolution duly adopted by the Board of Directors or by the members, provided that notice of such change be mailed to each member of record, at such address as appears upon the records of the Association, not less than ten (10) days before the holding of such meeting; and further provided that each annual meeting of members shall be held within one (1) month of the date on which it should regularly have been held but for such change.

3.3.3 The purpose of the annual meeting is for electing directors and for transacting any other business authorized to be transacted by the members.

3.4 Special Meetings.

3.4.1 Special meetings of the members for any purpose may be called at any time by the President, and shall be called by the President or Secretary at the request, in writing, of either a majority of the Board of Directors or twenty percent (20%) of the members. Such request shall state the purpose of the proposed meeting.

3.4.2 Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

3.5 Notice. Written notice of every meeting, special or regular, of the members of the Association, stating the day and hour and place and, in the case of special meetings, the object or objects thereof, shall be delivered or mailed to each member at such member's address as shown in the books of the Association at least ten (10) days, but no more than fifty (50) days, prior to such meeting unless waived in writing.

3.6 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Florida Constitution, the Florida Statutes, or the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3.7 Proxies. At any meeting of the members of the Association, each member shall be entitled to vote in person or by proxy. However, no proxy shall be valid unless it is filed with the

Secretary prior to a meeting. Proxies are only valid for the particular meeting designated therein. No proxy vote may be cast on behalf of a member who is present at a meeting.

3.8 Vote Required to Transact Business. When a quorum is present at any meeting, the holders of a majority of voting rights shall decide any question brought before the meeting. If the question is one which requires more than a majority vote by express provision of any statute, the Articles of Incorporation, the Declaration or these Bylaws, the express provision shall govern and control the number of votes required. In all cases where reference is made to percentage of the vote of members, percentage of the members, or percentage of the members for purposes of determining the vote thereof, the percentage stated shall mean the percentage of the voting rights of the members.

3.9 Quorum. Thirty (30%) percent of the total number of voting rights of the Association present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or these Bylaws. If a quorum is not present at any meeting, the members may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Any business may be transacted at any adjourned meeting until a quorum is present. Any business may be transacted at any adjourned meeting which could have been transacted at the meeting called.

3.10 Proviso. Notwithstanding anything contained herein to the contrary, until sixty percent (60%) of the Lots in the Subdivision have been sold to the original purchasers thereof, or until Turnover, whichever shall first occur, there shall be no meeting of the members of the Association unless a meeting is called by the Board of Directors.

3.11 Order of Business. The order of business at annual members' meetings and, as far as practicable, at all other members' meetings, shall be:

1. Call to order.
2. Calling of roll and certifying of proxies.
3. Proof of notice of meeting or waiver of notice.
4. Reading and disposal of any unapproved minutes.
5. Reports of officers.
6. Reports of committees.
7. Election of Directors.
8. Unfinished business.
9. New business.
10. Adjournment.

3.12 Action by Written Consent. Action required or permitted to be taken at a Members meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof. The consent

shall have the same force and effect as a unanimous vote and may be stated as such in any filing instrument filed with either the Clerk of the Circuit Court or Secretary of State. Action taken under this Section 3.12 shall be effective on the date the last consenting Member signs the consent, unless the consent specifies a different effective date.

ARTICLE IV
DIRECTORS

4.1 Number. The affairs and business of the Association shall be managed by a Board of Directors, consisting of not less than three (3) nor more than five (5) persons. The number of directors shall be determined pursuant to these Bylaws. Each director shall be a person entitled to cast a vote in the Association, except for the members of the initial Board of Directors. The number of directors constituting the initial Board of Directors shall be three (3), as designated in the Articles of Incorporation.

4.2 Term. Each director shall be elected to serve a term of one (1) year or until his successor shall be elected and shall qualify.

4.3 Vacancy and Replacement. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining directors, though less than a quorum, at a special meeting of directors duly called for this purpose, shall choose a successor or successors who shall hold office for the unexpired term in respect to which such vacancy occurred.

4.4 Election of Directors. Election of directors shall be conducted in the following manner.

4.4.1 Directors shall be elected at the annual meeting of the members.

4.4.2 The election shall be by secret ballot (unless dispensed with by unanimous consent). The nominees receiving the greatest number of votes cast shall be elected to the Board.

4.5 Removal. Directors may be removed with or without cause by an affirmative vote of a majority (more than 50%) of the voting interests of the members of the Association that are entitled to vote for the election of such Director. Except with respect to the initial Board of Directors, no director shall continue to serve on the Board if, during his term of office, his membership in the Association shall be terminated for any reason whatsoever.

4.6 Powers and Duties of Board of Directors. All of the powers and duties of the Association under Florida law shall be exercised by the Board of Directors, or its delegate, subject only to approval by the members when such approval is specifically required. The powers and duties of the directors shall include, but are not limited to, the following:

4.6.1 Assess. To make and collect an annual maintenance charge against members to pay the expenses incurred by the Association in carrying out the objects and purposes of the Association

4.6.2 Disburse. To use the proceeds of assessments in the exercise of its powers and duties.

4.6.3 Enforce. To enjoin or seek damages from the members for violation of these Bylaws, the Declaration and the terms and conditions of any rules and regulations applicable to the use of the Subdivision or any portion thereof.

4.6.4 Employ. To employ and contract with service contractors in connection with carrying out the objects and purposes of this Association.

4.6.5 Adopt and publish Rules and Regulations governing the use of the common areas and facilities within the Subdivision, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

4.6.6 To maintain a class action, and to settle a cause of action, on behalf of Record Property Owners with reference to the common areas, the roof and structural components of a building or other improvement, and mechanical, electrical and plumbing elements serving an improvement or a building; and to bring an action, and to settle the same, on behalf of two (2) or more of the Record Property Owners their respective interests may appear, with respect to any cause of action relating to the common areas; all as the Board deems available.

4.6.7 To elect the officers of the Association and otherwise exercise the powers regarding officers of the Association as set forth in these Bylaws.

4.6.8 To determine who shall be authorized to make and sign all instruments on behalf of the Association and the Board.

4.6.9. To employ a management agent or manager, at a compensation established by the Board, to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in this Section; and such duties so conferred upon the managing agent or manager by the Board of Directors may upon five (5) days notice be revoked, modified or amplified by the majority of the votes of the Directors in a duly constituted meeting.

4.6.10 To take appropriate action to enforce the provisions of the Declaration, any rules and regulations adopted by the Association, and the Bylaws. In connection with same, the Board is authorized to file or defend appropriate suits or request for arbitration filed under any of said instruments, acts or provided for by the laws of Florida.

4.6.11 To employ attorneys, accountants, and other persons or firms reasonably necessary to carry out the provisions of the Declaration, Bylaws and Articles of Incorporation of the Association and the rules and regulations.

4.7 Eligibility. A person who is delinquent in the payment of any fee, fine, or other mandatory obligation to the Association for more than ninety (90) days is not eligible for Board membership. A person who has been convicted of any felony in Florida or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in Florida, is not eligible for Board membership unless such felon's civil rights have been restored for at least 5 years as of the date on which such person seeks election to the Board.

4.8 Annual Statement. The Board will present a full and clear statement of the business and condition of the Association and an account of the financial transactions of the past year at the annual meeting of the members.

4.9 Compensation. The directors shall not be entitled to any compensation for service as directors.

ARTICLE V
DIRECTORS MEETINGS

5.1 Organizational Meetings. The first meeting of each new Board elected by the members shall be held immediately upon adjournment of the meeting at which they were elected or as soon thereafter as may be practicable. The annual meeting of the Board shall be held at the same place as the general members' meeting.

5.2 Regular Meetings. 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 three (3) days prior to the day named for such meeting.

5.3 Special Meetings. Special meetings of the Board may be called by the President on five (5) days notice to each director. Special meetings shall be called by the President or Secretary in like manner and on like notice upon the written request of one-third (1/3) of the directors.

5.4 Notice. Unless in an emergency, notice of a Board meeting shall be posted in a conspicuous place in the Subdivision at least 48 hours in advance. [In communities with more than 100 members, notice may also be given by providing a schedule of board meetings, or the conspicuous posting and repeated broadcasting of the notice on a closed-circuit cable television system serving the homeowners' association. However, if broadcast notice is used, the notice must be broadcast at least four times every broadcast hour of each day that a posted notice is otherwise required. When broadcast notice is provided, the notice and agenda must be broadcast. The bylaws or amended bylaws may provide for giving 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; however, a member must consent in writing to receiving notice by electronic transmission].

5.5 Quorum. A quorum at a directors' 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 act of the Board, except when approval by a greater number of directors is required by statute or by these Bylaws.

5.6 Adjourned Meetings. If at any meeting of the Board there is 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 without further notice.

5.7 Joinder in Meeting by Approval of Minutes. The joinder of a director in any action taken at a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

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

ARTICLE VI
ARCHITECTURAL REVIEW COMMITTEE; OFFICERS

6.1 Architectural Review Committee. The Architectural Review Committee (herein "ARC") shall consist of three (3) members at all times, who initially shall be Steve O'Brien, Misty Blair and Scott Whitehurst. Their address is 25366 Profit Drive, Daphne, AL 36526, and the point of contact is Steve O'Brien. If any member of the Architectural Review Committee shall resign, become unable to serve or die, then the remaining member (s) shall appoint a successor member (s) to the Architectural Review Committee, who need not be an Owner. If no member of the ARC remains to appoint new members of the ARC, then the Declarant (as defined in the Articles of Incorporation) shall have the exclusive right to appoint members of the ARC until the Declarant causes the first meeting of the Members of the Association to be held as provided for under Section 3.3 herein. Thereafter, the ARC members will be elected, appointed and removed in the same manner as the executive officers of the Association.

6.2 Officers. The executive officers of the Association shall be a President, Vice President and Secretary, each of whom shall be elected at the annual meeting of the Board of Directors. The Board may elect more than one Vice President. The Board may appoint such other officers and agents that it may deem necessary, who shall hold office at the pleasure of the Board and have such authority and perform such duties as from time to time may be prescribed by said Board.

The initial officers are as follows:

Steve O'Brien - President
Rachel S. DeQuattro - Secretary
Steven Griggs - Vice President

6.3 Qualification. Except with respect to the office of the Secretary, no person shall be entitled to hold office except a member of the Association. The President and Vice President must be members of the Board.

6.4 Term. The officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of sixty-seven percent (67%) of the voting interests of the members of the Association.

6.5 President. The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members and directors; shall be an ex-officio member of all standing committees; shall have general management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect.

6.6 Secretary.

6.6.1 The Secretary shall keep the minutes of the members' meetings and of the Board of Directors' meetings in one or more books provided for that purpose. Resolutions shall be maintained in one such minute book.

6.6.2 The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

6.6.3 The Secretary shall be custodian of the corporate records and of the seal of the Association.

6.6.4 The Secretary shall keep a register of the post office address of each member, which shall be furnished to the Secretary by such member.

6.6.5 In general, the Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned to him by the President or by the Board of Directors.

6.7 Vice President. The Vice President shall be vested with all the powers and required to perform all the duties of the President in his absence, and such other duties as may be prescribed by the Board of Directors.

6.8 Vacancies. If any office becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining directors by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

6.9 Resignations. Any director or other officer may resign his office at any time. Such resignation shall be made in writing, to the Secretary, and shall take effect at the time of its receipt by the Association, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

6.10 Compensation. The compensation, if any, of all employees of the Association shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the Association.

ARTICLE VII
LIABILITY

7.1 Liability. The Association assumes no responsibility for injuries sustained by or damages resulting from the acts or omissions of members or contractors of the Association.

7.2 Conflicts of Interest. No contract or other transaction between the Association and one or more of its directors, officers or any other corporation, firm, association or entity in which one or more directors or officers of the Association are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest. Any director of the Association, or any corporation, firm, association or entity of which any director or officer of the Association is a director or officer or is financially interested, may be a party to, or may have a pecuniary or other interest in such contract or transaction shall be disclosed or known to the Association Board at the meeting of the Association Board or a committee thereof which authorizes, approves or ratifies such contract or transaction and, if such fact shall be disclosed or known, any director or officer of the Association so related or interested. Any director or officer of the Association may vote on any contract or other transaction between the Association and any affiliated corporation without regard to the fact that he or she is also a director or officer of such affiliated corporation.

ARTICLE VIII
AMENDMENT OF BYLAWS

8.1 Bylaws. The Bylaws of the Association may be altered, amended or repealed by a majority vote of the Directors.

ARTICLE IX
CONFLICT

9.1. Conflict. In the event there shall exist a conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern. In the event there shall exist a conflict between these Bylaws and the Declaration, the Declaration shall govern.

IN WITNESS WHEREOF, we, being all of the directors of the Prominence Property Owners Association, Inc., have hereunto set our hands this 22nd day of April, 2014, and certify that these are the duly adopted Bylaws of Prominence Property Owners Association, Inc.

RACHEL S. DEQUATTRO

STEVE O'BRIEN

STEVEN GRIGGS

IN WITNESS WHEREOF, we, being all of the directors of the Prominence Property Owners Association, Inc., have hereunto set our hands this _____ day of April, 2014, and certify that these are the duly adopted Bylaws of Prominence Property Owners Association, Inc.

RACHEL S. DEQUATTRO

STEVE O'BRIEN

STEVEN GRIGGS