THIS INSTRUMENT PREPARED BY:

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AMENDMENT TO BYLAWS OF JUBILEE FARMS OWNERS ASSOCIATION, INC.

THIS FIRST AMENDMENT TO BYLAWS OF JUBILEE FARMS OWNERS ASSOCIATION, INC. (this "Amendment") is made and entered into by the undersigned pursuant to the provisions of the Bylaws (hereinafter defined).

1. Articles of Incorporation and Bylaws. Jubilee Farms Owners Association, Inc., an Alabama nonprofit corporation (the "Association"), was formed by filing that certain Certificate of Formation for the Association in the Office of the Judge of Probate of Baldwin County, Alabama in Instrument 1759955 (the "Certificate of Formation"). The Board of Directors of the Association (the "Directors") adopted those certain Bylaws of the Association on April 3, 2019 (the "Bylaws").

2. Manner of Adoption. This Amendment is made in accordance with Article VIII of the Bylaws.

3. Amendment of Article III of the Bylaws. The Bylaws are hereby amended by deleting Article III of the Bylaws in its entirety and inserting in lieu thereof the following:

ARTICLE III
MEMBERS' MEETINGS

3.1 Membership List. At least ten (10) days before every election of the directors, a complete list of the Members, 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.

3.2 Regular Meetings.

3.2.1 After Turnover (as defined in the Declaration), regular or annual meetings of the Members shall be held annually on a date chosen by the Board of Directors that is not a legal holiday.

3.2.2 The purpose of the annual meeting is for electing directors and for transacting any other business authorized to be transacted by the Members. The annual meeting may be waived by agreement of two-thirds (2/3) of the voting interests of the Members, in writing.

3.3 Special Meetings.

3.3.1 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.

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

3.4 Notice. Written notice of every meeting, special or regular, of the Members, stating the day and hour and place and, in the case of special meetings, the object or objects thereof, shall be emailed to each Member at such Member's email address as shown in the books of the Association at least ten (10) days, but no more than sixty (60) days, prior to such meeting unless a Member delivers a signed, written notice to the President of the HOA that the Member will not accept notice by electronic mail. If a Member elects to not receive notice by electronic email, the Association shall mail notice of every meeting, special or regular, of the Members to the Member at such Member's mailing address as shown in the books of the Association.

3.5 Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Alabama Constitution, Alabama Nonprofit Corporation Law, the Alabama Homeowners' Association Act or the Certificate of Formation 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.

3.6 Proxies. At any meeting of the Members, 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.

3.7 Vote Required to Transact Business. When a quorum is present at any meeting, the holders of a majority of voting rights present and represented at the meeting (whether in person or via proxy) 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 Certificate of Formation, 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 present and represented at the meeting (whether in person or via proxy).

3.8 Quorum. Twenty-five (25%) 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 at any meeting of the Members 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 originally called, may be transacted without further notice.

3.9 Proviso. Notwithstanding anything contained herein to the contrary, there shall be no meeting of the Members prior to Turnover, unless the Board of Directors elects to call such a meeting.

3.10 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.

3.11 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 judge of probate or Secretary of State. Action taken under this Section 3.11 shall be effective on the date the last consenting Member signs the consent, unless the consent specifies a different effective date.

4. Capitalized Terms. Capitalized terms used herein unless otherwise defined herein have the meaning ascribed to such terms in the Bylaws.

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IN WITNESS WHEREOF, the undersigned Directors of the Association have caused this Amendment to be executed as of November 13, 2023.

Steve Harbin (Nov 9, 2023 12:05 CST)

STEVE HARBIN

Rebecca DiChiara

Rebecca DiChiara (Nov 13, 2023 13:05 CST)

REBECCA DICHIARA

Beth A Grossman

Beth A Grossman (Nov 13, 2023 12:47 EST)

BETH GROSSMAN

Ralph Smith (Nov 9, 2023 13:11 CST)

RALPH SMITH