

EXHIBIT C

AMENDED AND RESTATED BY-LAWS OF J.L. PROPERTY OWNERS ASSOCIATION, INC. (A Corporation Not For Profit)

ARTICLE I Identity

The purpose of these Amended and Restated By-Laws is to continue the purposes of the By-Laws as originally enacted and recorded in Palm Beach County at Official Records Book 2976, Page 330, and as amended at OR Book 3832, Page 1550 et. seq., OR Book 3859, Page 93 et. seq., OR Book 6264, Page 781 et. seq., OR Book 6302, Page 1219 et. seq., OR Book 6334, Page 741 et. seq., OR Book 9092, Page 534 et. seq., OR Book 9588, Page 1748 et. seq., OR Book 10487, Page 1490 et. seq., OR Book 12311, Page 1822 et. seq. and OR Book 12445, Page 1268 et. seq.

In cases of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation shall govern and control. In case of any conflict between the Declaration and these By-Laws, the said Declaration shall govern and control.

The following By-laws shall govern the operation of J.L. Property Owners Association, Inc., (a Corporation Not for Profit), (Hereinafter the "Association").

The Association is an incorporated non-profit association, organized and existing pursuant to Chapters 617 and 720 Florida Statutes.

Section 1. Office. The office of the Association shall be in Jupiter, Florida, or at such other place as may be subsequently designated by the Board of Directors of the Association.

Section 2. Seal. The seal of the Association will bear the name of the Association and the word "Florida", the words "a non-profit corporation", and the year of the incorporation.

ARTICLE II Purposes and Powers

The purposes and powers of the Association are set forth in the Articles of Incorporation.

ARTICLE III
Membership and Voting Provisions

Section 1. Membership. The qualifications for membership are set forth in the Articles of Incorporation.

Section 2. Voting. The number of votes each member is entitled to cast at any meeting of the membership is set forth in the Articles of Incorporation.

Section 3. Votes. A majority of the total votes cast shall decide any question unless the By-laws or Articles of Incorporation provide otherwise, in which event the voting percentages required in the By-laws or Articles of Incorporation shall control. (The term "majority" of the votes shall mean 51% of the total votes cast.)

Section 4. Quorum. The presence in person or by proxy of thirty percent (30%) of the members entitled to vote, or such other percentage as required by Chapter 720, Florida Statutes, shall constitute a quorum.

Section 5. Proxies. Votes by members may be cast in person or by proxy, or by ballot. All proxies shall be in writing and signed by the person entitled to vote and shall be filed with the Secretary of the Association prior to the meeting in which they are to be used. Proxies shall be valid only for the particular meeting (or adjournment thereof) designated therein. Voting for candidates by ballot shall be conducted in such a way that no candidate can learn from the voting process whether a vote by any particular voter was cast for any particular candidate.

ARTICLE IV
Meeting of the Membership

Section 1. Time. The annual members' meeting shall be held during the month of March of each year, at the time and place designated by the Board of Directors, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members, and special meetings shall be held on the date and at the time stated in the notice thereof.

Section 2. Place. All meetings of the members shall be held at a location convenient to the members at such place and at such time as shall be designated by the Board of Directors of the Association and stated in the notice of the meeting.

Section 3. Notices. It shall be the duty of the Secretary to deliver a notice of each annual or special meeting, stating the time and place thereof, to each member at least fourteen (14) days but not more than sixty (60) days prior to such meeting. Notice of any special meeting shall state the purpose thereof. All notices shall be served at the address of the member as it appears on the books of the Association.

Section 4. Special Meetings. Special meetings of the members for any purpose may be called by the President, and must be called by the President at the request, in writing, of a majority of the Board of Directors, or at the request in writing of a 10% of all

members, which request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the purposes stated in the notice thereof.

Section 5. Waiver and Consent. Whenever the vote of members at a meeting is required or permitted by any provision of the Articles of Incorporation or these By-laws to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if two-thirds (2/3) of all the members, who would have been entitled to vote upon the action if such meeting were held, shall consent, in writing, to such action being taken; however, notice of such action shall be given to all members.

Section 6. Nominating Committee. Not less than sixty (60) days before the annual members' meeting at which Directors are to be elected, the Board of Directors shall appoint a nominating committee consisting of seven (7) persons who reside in Jonathan's Landing, and who are either qualified to serve as directors or who have served for at least one year as an association officer. The committee shall, not less than forty (40) days before the annual members' meeting, report their nominations for the directorships to be filled at said meeting. Other nominations may be made as provided by law and/or by petition signed by fifty (50) members. Nominations by petition, if received by the Secretary by the thirtieth day before the annual members' meeting, shall be included in any election proxy or any ballot made available to the membership by the Board of Directors.

ARTICLE V

Directors

Section 1. Number, Term and Qualifications. The affairs of the Association shall be managed by a Board of Directors, composed of five (5) persons, who must be members of this Association.

(a) For purposes of this subsection, the term "member" shall include the member as defined by the Articles of Incorporation (the record fee title to any Parcel, Lot or Unit) and a Jonathan's Landing resident who meets the following criteria:

(i) if the member is a person, then that person's spouse or spousal equivalent creating a single family economic living unit with the member; or

(ii) if the member is a legal entity (such as a corporation or limited partnership), then the person designated by the entity as the person entitled to cast the entity's vote; or

(iii) if the member is a trustee, then a beneficiary of the trust or other person designated by the trustee.

Persons considered "members" by virtue of this Article V shall be designated by the member in a voting certificate in the form required by the Association filed with the Association's Secretary.

(b) Four of said Directors shall be elected by the majority vote of all residential members voting, and one of said Directors shall be elected by the majority vote of the non-residential members voting.

(c) The term of each Director shall be:

(i) if elected by the vote of residential members, then staggered terms of two years so that two such Directors are elected each year.

(ii) if appointed by vote of non-residential members, then one year.

Such terms shall extend until the second or first, as the case may be, annual meetings of the members after the Director's election or until the Director's successor is duly elected and qualified, or until the Director is removed or resigns. It is further provided that a tie in the election of Director by the non-residential members shall be resolved by a vote of the Board of Directors.

Section 2. Organizational Meeting. The organizational meeting of a newly elected Board of Directors of the Association shall be held within ten (10) days after their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

Section 3. Removal of Directors. Directors may only be removed prior to the expiration of their term in accordance with Section 720.303(10), Florida Statutes as amended from time to time.

Section 4. Vacancies. If the office of any Director or Directors becomes vacant by reason of death, resignation, disqualification, removal from office, or otherwise, a majority of the remaining Directors shall choose a successor or successors who shall hold office for the balance of the unexpired term, except as otherwise provided by Section 720.303(10), Florida Statutes. In the case of a Director elected by the non-residential members, the successors shall be chosen by a vote of the non-residential members. The election held for the purpose of filling said vacancy may be held at any meeting of the Board of Directors.

Section 5. Disqualification and Resignation of Directors. Any Director may resign at any time by sending a written notice of such resignation to the office of the Association, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. The transfer of title of his Parcel, Lot or Unit by a Director shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors, unless the Director continues to own another Parcel, Lot or Unit. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of an assessment, and said delinquency is confirmed by the Board of Directors.

Section 6. Meetings. Meetings of the Board of Directors may be called by the President, and in the absence of the President by the Vice President, or by a majority of the members of the Board of Directors by giving two (2) days' notice, in writing or by email, to all of the members of the Board of Directors of the time and place of said meeting. All notices of meetings shall state the purpose of the meeting.

Section 7. Directors' Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may waive notice of such meeting and such waiver shall be

deemed equivalent to the giving of notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by such Director of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 8. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at such meetings at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At each such adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted without further notice. 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.

Section 9. Voting. Directors may vote by ballot only when voting to elect a Director pursuant to Article V, Section 5 and by secret ballot to elect an Officer pursuant to Article VI, Section 1.

Section 10. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not, by law, by the Articles of Incorporation, by these By-laws or by the Declaration of Covenants and Restrictions of Jonathan's Landing, directed to be exercised and done by the members. These powers shall specifically include, but shall not be limited to, the following:

(a) To exercise all powers specifically set forth in the Articles of Incorporation, in these By-laws, by law, in the Declaration of Covenants and Restrictions of Jonathan's Landing and all powers incidental thereto.

(b) To levy and collect general assessments, special assessments and individual assessments and use and expend the assessments to carry out the purposes and powers of the Association.

(c) To employ, dismiss and control the personnel necessary for the maintenance and preservation of Jonathan's Landing, including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises.

(d) To make and amend regulations respecting the operation and use of the Parcels, Lots, Units and facilities, and the use and maintenance of any property acquired by the Association.

(e) To contract for the management of the affairs of the Association and to delegate to any such contractor all of the powers and duties of the Association, except those which may be required to have the approval of the Board of Directors or membership of the Association.

(f) To designate one or more committees which, to the extent provided in the resolution designating said committee, shall have the powers of the Board of Directors in the management of the business and affairs of the Association.

(g) To purchase equipment, supplies and material required in the maintenance, repair, replacement, operation and management of the Corporate property.

(h) To insure and keep insured the buildings and improvements of the Association.

(i) To pay utility bills for utilities serving the Association's property.

(j) To improve the Association's property subject to the limitations of the Declaration of Covenants and Restrictions of Jonathan's Landing.

(k) To enforce by any legal means the provisions of the Articles of Incorporation, the By-laws, the Declaration of Covenants and Restrictions of Jonathan's Landing and the regulations promulgated by the Association.

(l) To collect delinquent assessments by suit or otherwise, and to abate nuisances and enjoin or seek damages from Parcel, Lot or Unit owners for violation of the provisions of the Declaration of Covenants and Restrictions of Jonathan's Landing and related documents.

(m) To pay all taxes and assessments against the Association's property.

(n) To control and regulate development within Jonathan's Landing and to promote and assist in adequate and proper maintenance of Jonathan's Landing and the Parcels, Lots or Units individually owned.

(o) To select depositories for the Association's funds, and to determine the manner of receiving, depositing and disbursing the Association's funds, the form of checks and the person or persons by whom such checks shall be signed, when not signed as otherwise provided by these By-laws.

(p) To acquire real and personal property for the benefit and use of its members and to dispose of said property in accordance with the Declaration of Covenants and Restrictions of Jonathan's Landing.

(q) To promote all property which is subject to the Declaration of Covenants and Restrictions of Jonathan's Landing including but not limited to the Parcels, Lots and Units, recreation areas, the Association's property, and recreational amenities, by methods including but not limited to operating a for-profit commercial enterprise for real property resales, and licensing the "Jonathan's Landing" name, logo and trademark to real estate brokers.

ARTICLE VI Officers

Section 1. Elective Officers. The principal officers of the Association shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the Board of Directors. The President shall be a member of the Board of Directors.

Section 2. Election. The Officers of the Association shall be elected by the Board of Directors at the organizational meeting of each new Board following the meeting of the members.

Section 3. Appointing Officers. The Board may appoint Assistant Secretaries, Assistant Treasurers, and such other Officers as the Board deems necessary.

Section 4. Term and Compensation. The Officers of the Association shall hold office until their successors are chosen and qualify in their stead. Any Officer elected by the Board of Directors may be removed at any time with or without cause by the Board of Directors as provided in the Articles of Incorporation. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. No compensation will be paid to the Officers of the Association.

Section 5. The President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the members. He shall have executive powers and general supervision over the affairs of the Association and other Officers. He shall sign all written contracts and perform all of the duties incident to his office which may be delegated to him from time to time by the Board of Directors.

Section 6. The Vice President. The Vice President shall perform all of the duties of the President in his absence and such other duties as may be required of him from time to time by the Board of Directors.

Section 7. The Secretary. The Secretary shall issue or cause to be issued notice of all Board of Directors' meetings and all meetings of the members and shall attend and keep the minutes of same. He shall have charge of all of the Association's books, records and papers, except those kept by the Treasurer. If an Assistant Secretary is appointed, he shall perform the duties of the Secretary in the Secretary's absence.

Section 8. The Treasurer. The Treasurer shall have the following duties and responsibilities:

(a) He shall have custody of the Association's funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated from time to time by the Board of Directors.

(b) He shall disburse the funds of the Association as may be ordered by the Board of Directors in accordance with these By-laws, making proper vouchers for such

disbursements and shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the Association.

(c) He shall collect the assessments and shall promptly report the status of collections and of all delinquencies to the Board of Directors.

(d) He shall give status reports to potential transferees on which reports the transferees may rely.

(e) If an Assistant Treasurer is appointed, he shall perform the duties of the Treasurer in the Treasurer's absence.

ARTICLE VII

Finances and Assessments

Section 1. Depositories. The funds of the Association shall be deposited in such banks and depositories as may be determined by the Board of Directors and shall be withdrawn only upon checks and demands for money signed by such Officer or Officers as may be designated by the Board of Directors.

Section 2. Fidelity Bonds. The Treasurer and all Officers who are authorized to sign checks, all Officers and employees of the Association, and any contractor handling or responsible for Association funds may be bonded in such amount as may be determined by the Board of Directors. The premiums on such bonds shall be paid by the Association. The bonds shall be in an amount as determined by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year. The Board of Directors is expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America at such time as the Board of Directors deems it advisable.

Section 4. Determination of Assessments.

(a) General Assessments: The Board of Directors has the power to and shall fix and determine, from time to time, the sum or sums necessary and adequate for the general expenses of the Association.

The purposes and the basis of general assessments are set forth in the Declaration of Covenants and Restrictions of Jonathan's Landing.

General assessments are necessarily made upon projections and estimates of the Board of Directors and may be in excess or less than the sums required to meet the cash requirements of the Association, in which event the Board of Directors may increase or decrease the amount of said assessment and make such adjustments in cash or otherwise as they shall deem proper, including the assessments of each member for his pro-rata share of any deficits. Notice of all changes in assessments shall be given to all members. When the Board of Directors

has determined the amount of any general assessment, the Secretary shall submit a statement of such assessment to each member. Such notice shall state the date when said assessment is due, and thereafter said assessment shall bear interest at the rate of eighteen percent (18%) per annum simple interest until paid. General assessments shall be paid by the members in advance on a monthly, quarterly, semi-annual or annual basis, as the Board of Directors shall, from time to time, direct. General assessments shall be payable at the office of the Association.

(b) Special Assessments. The Board of Directors has the power to fix and determine special assessments from time to time. The purposes and basis of special assessments are set forth in the Declaration of Covenants and Restrictions of Jonathan's Landing. Special assessments shall be levied by the Board of Directors in the same manner as general assessments and shall be due and collectible in such manner as the Board of Directors shall determine.

Special assessments, when authorized and approved, may be made upon projections and estimates of the Board of Directors and may be in excess or less than the sums required to meet the cash requirements of the Association, in which event the Board of Directors may increase or decrease the amount of such assessments and make such adjustment in cash or otherwise as they shall deem proper, including the assessment of each member for his pro-rata share of any deficits. Notice of all changes in special assessments shall be given to all members. When the Board of Directors has determined the amount of any special assessment, the Secretary shall submit a statement of special assessment to each member. Such notice shall state the date upon which the assessment is due, and thereafter said assessment shall bear interest at the rate of eighteen percent (18%) per annum simple interest until paid. Special assessments shall be payable at the office of the Association.

(c) Individual Assessments. Pursuant to the Association's power and authority to enforce the covenants, restrictions, rules and regulations as set forth in the Declaration of Covenants and Restrictions of Jonathan's Landing, the Board of Directors has the power to separately assess individual members of the Association. When the Board of Directors has determined the amount of any individual assessment, the Secretary shall submit a statement of such assessment to the member involved and said assessment shall be due and payable upon thirty (30) days after receipt of the statement and thereafter shall bear interest at the rate of eighteen (18%) percent per annum simple interest until paid. Individual assessments are payable at the office of the Association.

(d) Budget. The Board of Directors shall adopt a budget for each fiscal year which shall include the estimated funds required to defray anticipated expenses for the purposes of maintenance and management of the Association and the maintenance and management of property acquired by the Association. Maintenance fees; operating expenses of the property and the services provided by the Association for its members and the Association; maintenance, repairs and replacements of Association property; charges for utilities and water used upon the Association's property; cleaning services; expenses and liabilities incurred by the Association in and about the enforcement of its rights and duties against members or others; and the creation of reasonable reserve requirements for contingencies for the protection of the members, its property, transportation system if operated, recreation and recreation area maintenance, security and WATCH SYSTEM, including personnel, and all other expenses

deemed by the Board of Directors of the Association to be necessary and proper for the management, maintenance and repair of said property.

Section 5. Co-Mingling of Funds. All sums collected by the Association from assessments may be co-mingled in a single fund or divided into more than one fund, as determined by the Board of Directors.

Section 6. Acceleration of Assessment Installments Upon Default. The Board of Directors shall have the power to collect assessments in monthly, quarterly, or semi-annual installments. If a member shall be in default in the payment of an installment upon any assessment, the Board of Directors may accelerate the remaining installments for the fiscal year upon notice thereof to the member, and thereupon the unpaid balance of the assessment shall become due upon the date stated in the notice.

Section 7. Lien. Each of the Parcels, Lots or Units within Jonathan's Landing is automatically made subject to a lien and permanent charge in favor of the Association for general assessments, special assessments and individual assessments. Any and all of the assessments together with interest thereon, if any, shall constitute a permanent charge upon and a continuing lien on the Parcel, Lot or Unit to which such assessments relate and such permanent charge and lien shall bind such Parcel, Lot or Unit in the hands of any and all persons.

If any assessment shall not have been paid within thirty (30) days of the due date, the Association shall send a delinquency notice to the delinquent member. If any assessment shall not have been paid within thirty (30) days of the receipt of said delinquency notice, the Treasurer shall certify to the Board of Directors the name and address, as well as the amount in arrears, of the member. The Board of Directors may then cause to be prepared for execution a Notice of Lien to be filed with the Clerk of the Circuit Court of Palm Beach County, Florida. When necessary, on receipt of payment of a delinquent assessment, a satisfaction of lien shall be executed by the Association and recorded. If any assessment continues to remain in default, the Association may pursue its remedies at law or in equity.

ARTICLE VIII

Compliance and Default

Section 1. Violations. In the event of a violation by a member of any of the provisions of these By-laws, the Articles of Incorporation, or the Declaration of Covenants and Restrictions of Jonathan's Landing, the Association, by direction of its Board of Directors, may notify the member by written notice of said breach, and if such violation shall continue for a period of thirty (30) days from the date of the notice, the Association, through its Board of Directors, at its option, may have the following elections:

(a) An action at law to recover damages on behalf of the Association or on behalf of the other members; or

(b) An action in equity to enforce performance on the part of the member; or

(c) An action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief; or

(d) The levying of fines in accordance with Section 720.305, Florida Statutes, as amended from time to time.

Any violations which are deemed by the Board of Directors to be a hazard to public health may be corrected immediately as an emergency matter by the Association, and the cost thereof shall be charged to the member as an individual assessment.

Section 2. Costs and Attorneys' Fees. In any proceedings arising because of an alleged violation by a member, the Association, if prevailing, shall be entitled to recover the costs of the proceeding and such reasonable attorneys' fees as may be determined by the court including the cost of appeal.

Section 3. No Waiver of Rights. The failure of the Association to enforce any right, provision, covenant or condition shall not constitute a waiver of the right of the Association to enforce such right, provision, covenant or condition in the future.

ARTICLE IX **Design Control Board**

The Board of Directors is authorized to establish a Design Control Board and to delegate to said Board the following powers:

(a) to adopt, administer and enforce uniform architectural and landscaping standards which conform to the architectural, landscaping and other restrictions in the Declaration of Covenants and Restrictions of Jonathan's Landing recorded as to the property within Jonathan's Landing and the Design and Development Guidelines referred to therein. Said standards shall be adopted with the goal of maintaining the beauty of the natural environment of the areas and the overall plan of development for Jonathan's Landing; and

(b) to adopt, administer and appoint review committees with the goal of fairly and impartially enforcing architectural and landscaping standards; and

(c) to make special exceptions to any standards adopted by the Design Control Board or any review committees, upon proper application to the Design Control Board. The means and manner of such application shall be adopted by the Design Control Board.

Said Design Control Board shall consist of no fewer than five (5) members, at least four (4) of whom shall be members of the Association, and one (1) of said four (4) shall be a member of the Board of Directors. The Board of Directors may, in its sole discretion, appoint a professional architect, engineer, or land planner, who may or may not be a member of the Association, to serve on said Design Control Board and may provide that said architect, engineer, or land planner be fairly compensated for serving on the Design Control Board. The Board of Directors may approve and distribute funds to meet the reasonable expenses of said Design Control Board.

The Design Control Board shall be responsible to the Board of Directors, which shall have a veto power over any decision made by the Design Control Board. Such veto power may be exercised by a majority of the Directors at any Board of Directors meeting, after application made by an aggrieved member or by any member of the Design Control Board. However, no approval is needed for authorized action taken if no application is made by an aggrieved member.

The Design Control Board shall promulgate from time to time such procedural rules and regulations as it deems necessary and proper, which shall include, but not necessarily be limited to, the following:

(a) Guidelines and procedure to be followed by any applicant seeking its approval.

(b) Guidelines and procedure to be followed by any applicant seeking a special exception.

(c) An adequate application form to be prepared and submitted by any applicant seeking its approval as a special exception.

(d) A schedule of reasonable fees applicable for the processing of applications.

(e) A procedure for calling a meeting of the Board of Directors or committee (which may include regularly scheduled meetings).

(f) Such other procedural rules, regulations, and requirements as the Design Control Board may deem necessary and proper, which are not in conflict with the Articles of Incorporation, By-Laws, and Declaration of Covenants and Restrictions of Jonathan's Landing.

ARTICLE X **Amendments to the By-Laws**

These By-laws may be altered, amended or added to at any duly called meeting of the members, provided:

(a) Notice of the meeting shall contain a statement of the proposed amendment.

(b) The amendment shall be approved by the majority vote of the members voting at such meeting.

ARTICLE XI

Notices

Whatever notices are required to be sent to members, such notices shall be sent to the addresses of the Parcels, Lots or Units unless the member gives written notice, by registered mail, to the Secretary of the Association that notices are to be sent to some other address.

ARTICLE XII

Liability Survives Termination of Membership

The termination of membership in the Association shall not relieve or release any former member from any liability or obligations incurred under or in any way connected to said membership or impair any rights or remedies which the Association may have against such former member arising out of or in any way connected with such membership and the covenants and obligations incident thereto.

ARTICLE XIII

Parliamentary Rules

Reasonable rules and procedures designated by the chairman of the meeting shall govern the conduct of the Association meeting when not in conflict with the Articles of Incorporation or these By-laws.

ARTICLE XIV

Rules and Regulations

The Board of Directors may, from time to time, adopt or amend previously adopted administrative Rules and Regulations governing the details of the use and maintenance of properties within Jonathan's Landing in order to insure compliance with the Declaration of Covenants and Restrictions of Jonathan's Landing, any rule or decision of the Design Control Board or the Association, and the Articles of Incorporation and By-Laws of the Association. A copy of the Rules and Regulations adopted from time to time, as herein provided, shall, from time to time, be made available upon request of any member.

ARTICLE XV

Conflicts

If any irreconcilable conflict should arise or exist with respect to the interpretation of these By-laws, the Articles of Incorporation or the Declaration of Covenants and Restrictions of Jonathan's Landing, the latter shall prevail.

WE HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of J.L. Property Owners Association, Inc. were duly adopted by a vote sufficient for approval at a duly constituted meeting on March 20, 2006.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 17th day of April, 2006.

WITNESSES:

Jane Carrough Meline
Printed Name: JANE CARROUGH-MELINE

Linda Williams
Printed Name: LINDA WILLIAMS

Jane Carrough Meline
Printed Name: JANE CARROUGH MELINE

Linda Williams
Printed Name: LINDA WILLIAMS

J.L. PROPERTY OWNERS
ASSOCIATION, INC.

By: Robert B. Forbus
ROBERT B. FORBUS, President

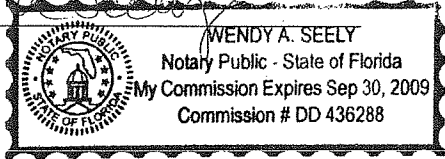
By: James W. Schwartz
JAMES W. SCHWARTZ, Secretary

CORPORATE
SEAL

STATE OF FLORIDA
COUNTY OF 1 Palm Beach

The foregoing instrument was acknowledged before me on April 17, 2006, by _____, as President of J.L. Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

Wendy A. Seely
Notary Public 

STATE OF FLORIDA
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on April 17, 2006 by _____, as Secretary of J.L. Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

Wendy A. Seely
Notary Public 