EXHIBIT C

BYLAWS OF COLBERT LANDINGS RESIDENTIAL COMMUNITY ASSOCIATION, INC.

ARTICLE I NAME AND LOCATION

The name of the corporation is COLBERT LANDINGS RESIDENTIAL COMMUNITY ASSOCIATION, INC., a Florida not for profit corporation, hereinafter referred to as the "**Association.**" The initial principal office of the Association shall be located at 13901 Sutton Park Dr. South, Suite C350, Jacksonville, Florida 32224, but meetings of Members and Board of Directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Section 1. "**Declaration**" means and refers to the Declaration of Covenants, Conditions and Restrictions for Colbert Landings as recorded or to be recorded in the Public Records of Flagler County, Florida, and as the same may be amended from time to time.

Initially, capitalized terms used and not otherwise defined herein have the meanings given such terms of the Declaration.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during same month of each year thereafter, on the day and at the time determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors or upon written request of the Members who are entitled to vote ten percent (10%) of the total votes of the full membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to each Member entitled to vote there at, addressed to the Member's address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Evidence of compliance with this notice requirement shall be made by affidavit executed by the person providing the notice and filed amongst the official records of the Association.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the combined votes of both classes of membership combined shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. Unless prohibited by the Declaration, Articles of Incorporation, these Bylaws, or Chapter 720, Florida Statutes, at all meetings of Members, each Member may vote in person or by proxy, except for the election of directors, which shall be voted upon by written ballot pursuant to Article V herein unless Declarant or the Board determines to hold such election by voting in person or by proxy. All proxies shall be in writing, dated, signed, include the date, time, and place of the meeting for which it was given and be filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of such Member's Lot.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number; Composition. Until Turnover of control by the Class B Members, such Turnover being pursuant to the requirements of Section 720.307, Florida Statutes, and Article III, Section 3.11 of the Declaration, the affairs of the Association shall be managed by a Board of three (3) directors appointed by the Declarant. Following Turnover, the Board shall be elected in accordance with the provisions set forth in Article V below, except that, for so long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots, the Declarant shall be entitled to appoint one member of the Board. At such time as Declarant no longer owns any Lots, the number of directors may be increased or decreased by amendment to these Bylaws provided there shall never be less than three (3) directors. Directors elected after Turnover must be Members of the Association or authorized representatives, officers, or employees of Members that are entities, except in the case of directors appointed by the Class B Member, pursuant to the discretion afforded herein for such appointments.

Section 2. Term of Office. Prior to Turnover, but subject to Subsection 720.307(2), Florida Statutes, the Declarant shall have complete discretion in appointing, removing, and replacing directors, whose term shall be determined by the Declarant in its discretion. Following Turnover, the term of each director's service shall be for one (1) year and thereafter until his successor is duly appointed and qualified at the next annual meeting, or until he is removed in the manner elsewhere provided. Following Turnover, pursuant to Article XII, Section 1 herein below, the Board of Directors may amend these Bylaws to permit staggered terms for directors; provided, however, that no such amendment shall serve to extend the then term of office of any existing director, but instead shall be effective as of and upon the election of the next Board of Directors.

Section 3. Removal. Prior to Turnover, the Declarant shall be entitled to remove directors with or without cause and appoint replacement directors. Following Turnover, any director may be removed from the Board, with or without cause, by a majority vote of the Members, except that the director selected by the Declarant pursuant to Article V herein below may be removed only by the Declarant in its sole discretion and, if so removed by the Declarant, such vacancy filled by the Declarant in its sole discretion. The Members may recall and remove a director by an agreement in writing or by written ballot without a membership meeting pursuant to the procedures set forth in Section 720.303(10)(b), Florida Statutes or any successor statute thereto, or by a vote taken at a meeting pursuant to Section 720.303(10)(c), Florida Statutes or any successor statute thereto. In the event of death, resignation or removal of a director, his successor shall be selected by the majority of the remaining directors or the sole remaining director, as the case may be, and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of their duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF BOARD OF DIRECTORS

Not later than the first annual meeting after Turnover, an election shall be held at which the Class A Members shall elect: (a) in the event Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots, all but one (1) of the directors, with the remaining director to be appointed by Declarant; or, (b) in the event Declarant holds for sale in the ordinary course of business less than five percent (5%) of the Lots, all of the directors pursuant to the provisions of these Bylaws. On the day of each annual election following the date the Class A Members can elect at least one director pursuant to Section 720.307(2), Florida Statutes, the Members shall elect by written ballot (unless the Board or Declarant elects to have the vote in person or by proxy as provided in Article III, Section 5) as many directors as there are regular terms of directors expiring, unless the balloting is dispensed with as provided by law. Not less than thirty-five (35) days before the election, the Association shall mail or deliver, whether by separate Association mailing, or included in another Association mailing, or by delivery including regularly published newsletters, to each Owner entitled to vote, a first notice of the date of the election. Any Owner or other eligible person desiring to be a candidate may qualify as such by giving written notice to the Association not less than twenty (20) days prior to the annual election. No nominations shall be permitted from the floor on the day of the election. Candidates must comply and be eligible per the requirements of Chapter 720, Florida Statutes, as amended from time to time, and be a member in good standing with no open covenant violation matters nor any financial obligations owed to the Association. If the number of candidates exceeds the number of directors to be elected, the Association shall mail or deliver a second notice not less than fourteen (14) days prior to the election to all Owners entitled to vote therein, together with a ballot which shall list all qualified candidates. Upon timely request of a candidate, the Association shall include an information sheet (no larger than 8-1/2 inches by 11 inches furnished by the candidate) with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association. Where balloting is required, directors shall be elected by a plurality of the votes cast in the election, provided that at least twenty percent (20%) of the eligible voters cast ballots regardless of whether a quorum is established. Proxies may not be used in the election but may be used to establish a quorum for the annual meeting. In the election of directors, each Lot shall cast as many votes for directors as there are directors to be elected, but no Lot may cast more than one vote for any one candidate, it being the intent hereof that voting for directors shall be non-cumulative. Tie votes may be broken by agreement among the tied candidates, or by the drawing of lots.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and time as may be determined by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days' notice to each director.

Section 3. Notice. Notice of all meetings of the Board of Directors shall be posted in a conspicuous place on the Property at least forty-eight (48) hours in advance of a meeting, except in the event of an emergency. If special Assessments or amendments to the rules regarding parcel use are to be considered at any meeting of the Board of Directors, notice of the meeting must be given to the extent and in such manner as may be required by Section 720.303(2)(c)(2), Florida Statutes, or any successor statute thereto.

Section 4. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. In addition to any powers granted by Chapters 617 or 720, Florida Statutes, the Board of Directors shall specifically have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof and to charge reasonable admission and other fees for the use of any recreational facility situated upon the Common Area;

(b) subject to the limitations specified in the Declaration and by applicable law, suspend the voting rights and right to use of the Common Area of a Member delinquent in the payment of any Assessment levied by the Association for a period exceeding ninety (90) days. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs, specifically including those items required by Section 720.303(4), Florida Statutes;

(b) supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual Assessment against each Lot at least thirty (30) days in advance of each annual Assessment period;

(2) send written notice of each Assessment to every Owner subject thereto at least thirty (30) days in advance of each annual Assessment period; and

(3) if deemed appropriate by the Board of Directors, foreclose the Assessment Lien against any property for which Assessments are not paid in accordance with the terms of the Declaration or to bring an action at law against the owner personally obligated to pay same; and

(4) approve settlements of unpaid Assessments;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless such officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. Any two (2) or more offices may be held by the same person, except for the office of President.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice President by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures when requested by the Board of Directors. All checks of the Association shall be co-signed by any two officers or agents of the Association approved and designated for check signing by the Board of Directors (except that the Board may designate a contract manager to sign checks).

ARTICLE IX
COMMITTEES

Section 1. Architectural Committee. Until Turnover of control by the Class B Members, Declarant shall have the right to appoint and remove all members of the Architectural Committee. Thereafter, the Board shall have the right to appoint and remove members of the Architectural Committee.

Section 2. Nominating Committee. So long as the Class B Membership exists, the Declarant shall have the right to appoint a Nominating Committee as provided in these Bylaws. Thereafter a Nominating Committee may be appointed as deemed necessary by the Board of Directors.

Section 3. Other Committees. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI
CORPORATE SEAL

The Association may have a seal in circular form having within its circumference the words: COLBERT LANDINGS RESIDENTIAL COMMUNITY ASSOCIATION, INC.

ARTICLE XII
AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of Board members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII
CORPORATE TRANSPARENCY ACT OF 2019

Section 1. FinCEN Reporting. Without limiting the terms set forth in this Agreement, the Board of Directors shall timely file with the Financial Crimes Enforcement Network ("**FinCEN**") all reports required by the Corporate Transparency Act of 2019, and any amendments thereto (the "**CTA**"). Such reports shall include all information then required by FinCEN under the CTA, including but not limited to: (i) all information on Beneficial Owners as described in Article IX, Section 2(a) of this Agreement, (ii) the Corporation's legal name and any trade names, fictitious names, and d/b/a names, (iii) the street address of the Corporation's principal place of business, (iv) the Corporation's jurisdiction of formation, (v) the Corporation's unique identification number, such as a tax identification number or an employer identification number, and (vi) a copy of the Corporation's Articles of Incorporation.

Section 2. Disclosure and Reporting.

(a) Initial Reporting. Any person or entity that are Beneficial Owners (the "**Beneficial Owners**") in the Corporation, as defined by 31 CFR §1010.380(d), is currently defined to include any person who, directly or indirectly, either (1) exercises "substantial control" over the Corporation, such as (a) service as a senior officer of the Corporation, (b) authority over the appointment or removal of any senior officer or a majority or dominant minority of the board of directors (or similar body) of the Corporation, and (c) direction, determination, or decision of, or substantial influence over, important matters affecting the Corporation, or (2) owns or controls at least twenty-five percent (25%) of the ownership interest of the Corporation. Such Beneficial Owners shall provide to the Board of Directors, in writing upon request, all information then required by FinCEN under the CTA, including but not limited to: (i) the Beneficial Owner's full legal name, (ii) the Beneficial Owner's date(s) of birth (if an individual) or date of formation (if a trust or an entity), (iii) Beneficial Owner's current residential street address (if an individual) or business address (if an entity), and (iv) the unique identification number and issuing jurisdiction of a non-expired acceptable identification document (and photocopy) of the Beneficial Owner's US passport, state driver's license, or such other acceptable identification document (if an individual) or an entity's Articles of Incorporation, Articles of Organization, Partnership Certificate or other formation document (if a trust or an entity). Alternatively, the Beneficial Owner may provide the Board of Directors with the Beneficial Owner's FinCEN ID, if applicable. If the Corporation was formed beginning on or after January 1, 2024, the Board of Directors shall include on the initial report all information on the Company Applicant(s) (as defined in the CTA) then required by FinCEN under the CTA.

(b) Timing. The effective date of the CTA is January 1, 2024.

(1) *Filing initial report.* The Board of Directors shall file the initial report on or before the deadline required under the CTA.

(2) *Changes.* The Board of Directors shall (i) have thirty (30) days to report changes to the information in their previously filed reports then required by FinCEN

under the CTA and (ii) correct inaccurate information in previously filed reports within thirty (30) days of when it has become aware or has reason to know of the inaccuracy of information in earlier reports.

Section 3. Penalty for Failure to Timely Disclose and/or Report. In the event a Beneficial Owner fails to timely report the information required in this Article 10, and the Corporation is subsequently penalized by FinCEN for failing to make a complete and timely report to the FinCEN, the Board of Directors may, at its option, allocate to the Beneficial Owner and/or on the transferee (if any) all FinCEN penalties imposed on the Corporation as a result of such failure.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Neither Declarant nor the officers and directors of the Association shall be personally liable for any mistake or judgment or for any other acts or omissions of any nature whatsoever while acting in their official capacity, except for any acts or omissions found by a court to constitute gross negligence or actual fraud. The Owners shall indemnify and hold harmless each of the directors and officers and their respective heirs, executors, administrators, successors, and assigns against any personal liability for any such acts or omissions while acting in their official capacity, except for such acts or omissions found by a court to constitute gross negligence or actual fraud.

In the event of any dispute or disagreement between any Owners relating to the Property, or any questions or interpretation or application of the provisions of the Declaration or these Bylaws, the determination thereof by the Board of Directors shall be final and binding on each and all such Owners.

IN WITNESS WHEREOF, we, being all of the directors of the Colbert Landings Residential Community Association, Inc., have hereunto set our hands this 22nd day of April, 2024.

DocuSigned by:
Martha Schiffer
6B43C212430A422
Printed Name: Martha Schiffer
Title: Director

DocuSigned by:
Megan Germino
9E94CE1911CA425
Printed Name: Megan Germino
Title: Director

DocuSigned by:
Chris Trahan
2323F193009D40A
Printed Name: Chris Trahan
Title: Director

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Colbert Landings Residential Community Association, Inc., a Florida not-for-profit corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 16th day of April, 2024.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 18th day of April, 2024.

DocuSigned by:
Megan Germino
9E94CE1911CA425

Printed Name: Megan Germino
Title: Secretary