

BY-LAWS

Table of Contents

Section 1.	GENERAL	1
	1.1 Seal	
	1.2 Definitions	
Section 2.	MEMBERSHIP AND VOTING RIGHTS	1
	2.1 Qualifications	
	2.2 Change of Membership	
	2.3 Termination of Membership	2
	2.4 Voting Interests; Votes	
	2.5 Approval or Disapproval of matters	
Section 3.	MEMBERS MEETINGS	2
	3.1 Annual Meeting	
	3.2 Special Members Meetings	
	3.3 Court-Ordered Meeting	
	3.4 Notice of Members' Meetings	3
	3.5 Waiver of Notice	
	3.6 Record Date for Notice of Meeting and Voting	4
	3.7 Members' List for Meeting	
	3.8 Proxies	5
	3.9 Association's Acceptance of Votes	
	3.10 Vote Required	6
	3.11 Quorum; Adjournment of Meeting	
	3.12 Order of Business	7
	3.13 Minutes of Meetings	
Section 4.	BOARD OF DIRECTORS	7
	4.1 Number and Terms of Service	8
	A. Number and Staggered Board	
	B. Term	
	(1) Exception	
	C. Plat Representation	
	4.2 Nominations and Elections	
	A. Nominations	
	B. Elections	9
	4.3 Resignation of Directors	
	4.4 Removal of Directors (Recall)	
	A. By Members Action	
	(1) By Written Agreement	
	(2) By Special Meeting	

(Section 4.2 Nominations and Elections - Cont'd.)

- F. One vote per Unit.
"A newly elected Director shall take office immediately upon the adjournment of the annual meeting."
- G. Proviso. "...An election and balloting are not required unless there are more names to be placed on the ballot under Section 4.2.E above than vacancies....."

Section 4.4 Removal of Directors (recall).

- A. By Members Action.
 - 1. By Written Agreement.
 - 2. By Special Meeting.
- B. Forced Removal.

Section 4.5 Vacancies of the Board.

- A. A vacancy other than in connection with recall.
- B. Vacancy in connection with recall under Section 4.4 above.
- C. Re-election.

(New) Section 4.7.C:

- "C Notice to Owners. Notices of all Board meetings shall be posted in a conspicuous place on the Properties at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting in which assessments against Units are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of the assessments. No other notice of the proposed agenda need be given to the owners."

Section 4.13 Minutes of Meeting.

- Section 10 OFFICIAL RECORDS. As required by F.S. 617.303
Kept a minimum of one (1) year, unless otherwise required.
Inspection by written request and/or obtain copies.

BY-LAW AMENDMENTS

9/30/92

Section 3.8 Proxies.

A. "...may not be used for the election of Directors."

Section 3.13 Minutes of Meetings.

"...shall be maintained as an official record; see Section 10 of these By-Laws."

Section 4.1 Number and Terms of Service.

A. "... pursuant to the provisions of Section 4.2.B below."

Section 4.2 Nominations and Elections. - substantially reworded

AMENDED { A. "...as many Directors as there are regular terms of Directors expiring and other vacancies to be filled."
B. "If there are more candidates than necessary or fewer..."

C. "..., not less than sixty (60) days before the annual meeting, the Association shall mail or deliver a first notice of the date of the annual meeting to all Owners.

Provides for self-nomination as candidate for the Board - written notice to the Association

"This first notice of the annual meeting need not state any purposes for the meeting."

DELETED { D. Self-nomination to be received by the Association no later than 40-days prior to the annual meeting.

"...Board of Directors may appoint a nominating committee.."

Content, size and disposition of candidates' information sheets.

E. "Along with the second notice of the annual meeting, the Association shall mail a ballot to all owners, listing all candidates nominated by the nominating committee and who timely provided notices of intent to run for the Board, ..."

Nominations may be taken from the floor.

1/26/93

(New) Section 4.4.C. Proviso. "...Please refer to Section 4.5 of these By-Laws for provisions regarding the filling of such vacancies."

Section 4.5 Vacancies on the Board.

- B. Vacancy in connection with recall under Section 4.4 above.
 - 1. "... as a result of forced removal...."
 - 2. "... as a result of a recall by written agreement or by special meeting..."

- D. "Plat Representation. To the extent possible, ..."

12/15/93

Section 3.1 Annual Meeting.

"... each year during the month of January, February, or March...."

3/17/97

Section 3.8 Proxies.

"...shall be valid only for the specific meeting for which it was originally given..."

Section 4.2 Nominations and Elections.

- A. Deleted in entirety and replaced with Nominations.
- B. Elections. (added)

Section 4.6 Meetings of the Board of Directors.

F. Meetings Generally.

"A meeting of the Board of Directors occurs when...a quorum gathers...."

(Section 4 Board of Directors - cont'd)

	B. Forced Removal	10
4.5	Vacancies on the Board	
4.6	Meetings of the Board of Directors	
	A. Organizational Meeting	
	B. Regular Meetings	
	C. Special Meetings	11
	D. Adjourned Meetings	
	E. Telephone Conference	
4.7	Notice of Board Meetings	
	A. Notice to Directors	
	B. Waiver of Notice	
4.8	Quorum and Voting	
	A. Quorum	
	B. Vote Required	12
	C. Presumption of Assent	
4.9	Meetings Open to the Members	
4.10	The Presiding Officer	
4.11	Order of Business	
4.12	Joinder in Meeting by Approval of Minutes	
4.13	Minutes of Meeting	
4.14	Committees	13
	A. Standing and Special Committees	
	B. Executive Committee	
4.15	Failure to Elect Director Quorum	
Section 5.	OFFICERS	14
5.1	Officers - Required; Appointment; Removal; Resignation; Vacancies	
5.2	President	
5.3	Vice-Presidents	
5.4	Secretary	
5.5	Treasurer	15
5.6	Special Duty	
Section 6.	COMPENSATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS	15
Section 7.	FISCAL MATTERS	15

North & South

Section 7.	FISCAL MATTERS	15
	7.1 Annual Budget	
	7.2 Reserves	
	7.3 Annual Assessments	16
	7.4 Special Assessments	
	7.5 Depository	
	7.6 Financial Reporting	
	7.7 Fiscal Year	
	7.8 Annual Election of Income Reporting Method	
Section 8.	SYSTEM OF FINES FOR NON-COMPLIANCE; SUSPENSION	17
	8.1 Authority and Scope	
	8.2 Owner is Liable	
	8.3 Written Notice Required; Contents	
	8.4 Level of Fines	
	8.5 Record Keeping	
	8.6 Hearing Before The Board of Directors	
	8.7 Collection of the Fine	18
	8.8 Appeal	
	8.9 Suspension	
	8.10 Concurrent Remedies	19
Section 9.	PARLIAMENTARY RULES	19
Section 10.	BOOKS AND RECORDS	19
Section 11.	EMERGENCY BY-LAWS	19
	11.1 ...	
	11.2 ...	
	11.3 ...	
	11.4 ...	
	11.5 ...	20
Section 12.	AMENDMENT OF THE BY-LAWS	20
	12.1 Proposal	
	12.2 Procedure; Notice and Format	
	12.3 Vote Required	
	12.4 Certificate; Recording; Effective Date	
	12.5 Provisos	

CERTIFICATE OF ADOPTION OF THE
AMENDED AND RESTATED BY-LAWS

B. On application of a member who signed a demand for a special meeting valid under Section 3.2 above, if:

- (1) Notice of the special meeting was not given within sixty (60) days after the date the demand was delivered to the Association's secretary or president; or
- (2) The special meeting was not held in accordance with the notice.

The Court may fix the time and place of the meeting, determine the members entitled to participate in the meeting, specify a record date for determining members entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, and enter other orders as may be appropriate.

3.4 Notice of Members' Meetings. Notice of all Annual and Special members meetings must state the time, date, and place of the meeting. Notice of all meetings shall be sent by first class mail to each Owner at his address as it appears on the books of the Association, and an affidavit of the Officer making such mailing shall be retained in the Association records as proof of such mailing. Notice of a members meeting may, alternatively, be delivered in person if a written waiver of mailing is obtained. The member is responsible for providing the Association with any change of the member's address. The notice must be mailed or delivered at least fourteen (14) days, but not more than sixty (60) days, prior to the date of the meeting. The notice of meeting must include a description of the purpose or purposes for which the meeting is called. ← TYP

3.5 Waiver of Notice.

- A. A member may waive any notice of a meeting of the members before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the corporate records. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members need be specified in any written waiver of notice.
- B. A member's attendance at a meeting, either in person or by proxy:
 - (1) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; or

the inspection or copying at the Association's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

- F. Refusal or failure to comply with the requirements of this Section 3.7 shall not affect the validity of any action taken at the meeting.

3.8 Proxies. A proxy may be given by any person entitled to vote, and shall be valid only for the specific meeting for which it was originally given and/or any lawful adjournment of that meeting. No proxy shall be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. The proxy shall be in such limited or general form as required by the corporate statutes, as amended from time to time. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, and signed by the person authorized to cast the vote for the Unit, must state the date, time and place of the meeting for which it is given, and must be delivered to the Secretary at or before the adjournment of the particular meeting. An executed original, an executed telegram or cablegram appearing to have been transmitted by the authorized person, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy form are all valid. Holders of proxies need not be members. The holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy. The proxy may name the Board of Directors as the proxy holder, in which case the proxy shall be voted in the manner determined by resolution of the Board. Subject to Section 3.9 of these By-Laws and to any express limitation on the proxy's authority appearing on the face of the proxy form, the Association is entitled to accept the proxy's vote or other action as that of the member appointing the proxy.

- A. So long as permitted by the corporate statutes as amended from time to time, proxies and not ballots may be used by absentee Owners for the election of Directors.

3.9 Association's Acceptance of Votes.

- A. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the Association if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.
- B. If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of its member, the Association if acting in good faith is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member if:
 - (1) The member is an entity and the name signed purports to be that of an officer or agent of the entity;
 - (2) The name signed purports to be that of an administrator, executor, guardian, personal representative, or conservator representing the member and, if the Association requests, evidence of fiduciary status acceptable to the Association has been presented with respect to the vote, consent, waiver, or proxy appointment;

- (3) The name signed purports to be that of a receiver, trustee in bankruptcy, or assignee for the benefit of creditors of the member and, if the Association requests, evidence of this status acceptable to the Association has been presented with respect to the vote, consent, waiver, or proxy appointment;
- (4) The name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the member and, if the Association requests, evidence acceptable to the Association of the signatory's authority to sign for the member has been presented with respect to the vote, consent, waiver, or proxy appointment; or
- (5) Two or more persons are the member as cotenants or fiduciaries and the name signed purports to be the name of at least one of the coowners and the person signing appears to be acting on behalf of all the coowners.
- C. The Association is entitled to reject a vote, consent, waiver, or proxy appointment if the secretary or other Officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.
- D. The Association and its Officer or agent who accepts or rejects a vote, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this Section 3.9 are not liable in damages to the member for the consequences of the acceptance or rejection.
- E. Corporate action based on the acceptance or rejection of a vote, consent, waiver, or proxy appointment under this Section 3.9 is valid unless a Court of competent jurisdiction determines otherwise.

3.10 Vote Required. If a quorum exists, action on a matter (other than the election of Directors) by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Governing Documents or applicable law require a greater number of affirmative votes.

3.11 Quorum; Adjournment of the Meeting. The quorum for members' meetings is as stated in the Articles. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of voting interests entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at

the meeting or any adjournment. Any duly called meeting of the members may be adjourned to a later date by the vote required under Section 3.10 of these By-Laws, regardless of whether a quorum has been attained. A new notice of the adjourned meeting shall be given as required by Section 3.4 of these By-Laws. Any business which might have been conducted at the meeting as originally scheduled may be conducted at the continued meeting.

3.12 Order of Business. The order of business at members meetings shall be substantially as follows:

- A. Call to order by the President (or other Officer in the absence of the President)
- B. Appointment of a Chairperson, only if the President is absent; otherwise, the President chairs the meeting
- C. Appointment of a Parliamentarian
- D. Call of the roll or certification of quorum
- E. Proof of notice of meeting or waiver of notice
- F. Minutes of last members meeting - read or waive reading
- G. Reports of Officers
- H. Reports of Committees
- I. Election of Directors (where appropriate)
- J. Unfinished Business
- K. New Business
- L. Adjournment

3.13 Minutes of Meetings. The minutes of all meetings of the membership shall be maintained as an official record; see Section 10 of these By-Laws.

Section 4. BOARD OF DIRECTORS.

The administration of the affairs of the Association shall be by a Board of Directors, with each Director having a fiduciary relationship with the Owners. All powers and duties granted to the Association by Law, as modified and explained in the Governing Documents, shall be exercised by the Board, subject to approval or consent of the Owners only when such is specifically required.

- B. Forced Removal. If a Director is absent from three (3) or more consecutive regular meetings of the Board, the Board of Directors has the authority to remove that Director and declare the office of the Director to be vacant.
- C. Proviso. This Section 4.4 relating to recall of Directors does not contain any provisions for the filling of vacancies which may result by the recall. Please refer to Section 4.5 of these By-Laws for provisions regarding the filling of such vacancies.

4.5 Vacancies on the Board.

- A. A vacancy other than in connection with recall. If the office of any Director or Directors become vacant for any reason, other than recall as provided for in Section 4.4 above, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors who shall hold office for the unexpired term of his predecessor in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.
- B. Vacancy in connection with recall under Section 4.4 above.
 - 1. If a vacancy occurs on the Board as a result of forced removal under Section 4.4 B of these By-Laws, then the Board of Directors has the power to choose the successor.
 - 2. If a vacancy occurs on the Board as a result of a recall by written agreement or by special meeting as provided for in Sections 4.4 A.1 and 2 of these By-Laws, then the following shall apply: Within fourteen (14) days from the date of the Board's receipt of the written agreement or the date of the special meeting at which one or more Directors are recalled, as applicable, the Board of Directors shall provide notice of a special meeting of the members to fill the vacancies. The procedures of Section 4.2 C through F shall apply and shall be strictly followed as to notices, candidates, balloting and nominations for the new Directors. Section 4.2.G of these By-Laws shall not apply.
- C. Re-election. Any Director recalled shall not be eligible for re-election until the next annual meeting.
- D. Plat Representation. To the extent possible, in the event of a resignation or removal of a Director, the successor Director chosen/elected shall represent the same Subdivision Plat as his predecessor; "represent" here means that the successor either owns a Unit (or is the spouse of an Owner) in the Plat.

Section 4.4 B - Amended 9/26/92, Recorded 9/30/92
 Section 4.4 C - Added 12/5/92, Recorded 1/26/93
 Section 4.4 D - Added 12/5/92, Recorded 1/26/93

4.6 Meetings of the Board of Directors.

- A. Organizational Meeting. The organizational meeting of a new Board of Directors shall be held within ten (10) days after the election of new Directors, at such place and time as may be fixed by the Directors at the annual meeting at which they were elected.
- B. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors.

- C. Special Meetings. Special meetings of the Directors may be called by the President, and must be called by the President or Secretary at the written request of a majority of the Directors.
- D. Adjourned Meetings. Any duly called meeting of the Board of Directors may be adjourned to a later date by a vote of the majority of the Directors present, regardless of whether a quorum has been attained. No notice of adjournment is required to be given to any Director who was not present at the time of adjournment. Any business which might have been conducted at the originally scheduled meeting may be conducted at its continuance.
- E. Telephone Conference. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meetings through the use of, any means of communication by which all Directors participating and members present may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present at the meeting.
- F. Meetings Generally. A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct association business.

4.7 Notice of Board Meetings.

- A. Notice to Directors. Notice of the time and place of meetings shall be given to each Directors, personally or by mail, telephone or telegraph, and shall be transmitted at least three (3) days prior to the meeting; notwithstanding the foregoing to the contrary, no notice need be given to Directors of a meeting if it is a regular meeting which is held on the same date of each month. Notice of all special meetings shall state the purpose of the meeting.
- B. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened; except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.
- C. Notice to Owners. Notices of all Board meetings shall be posted in a conspicuous place on the Properties at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting in which assessments against Units are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of the assessments. No other notice of the proposed agenda need be given to the Owners.

4.8 Quorum and Voting.

- A. Quorum. A quorum at a Board meeting shall be attained by the presence in person of a majority of the entire Board of Directors.

4.14 Committees.

- A. Standing and Special Committees. The Board of Directors, by resolution, may appoint Committees to assist in the conduct of the affairs of the Association.
- B. Executive Committee. The Board of Directors, by resolution, may appoint an executive committee to consist of two or more members of the Board. The executive committee shall have and may exercise all of the powers of the Board in the management of the business and affairs of the Association during the intervals between the meetings of the Board insofar as may be permitted by law. The executive committee, however, shall not have power to:
- (1) determine the common expenses required for the operation of the Association and the Community;
 - (2) determine the assessments payable to the Owners to meet the common expenses of the Association;
 - (3) adopt or amend Rules and Regulations;
 - (4) purchase or lease real property in the name of the Association;
 - (5) approve or recommend to Owners any actions or proposals required by the Governing Documents to be approved by the Owners; and
 - (6) fill vacancies on the Board of Directors or the Executive Committee. Vacancies on the Executive Committee shall be filled only by resolution of a majority of the entire Board of Directors.
 - (7) Those matters as prohibited by law, from time to time.

4.15 Failure to Elect Director Quorum. If the Association or the Board of Directors fails to fill vacancies on the Board of Directors sufficient to constitute a quorum, any member of the Association may apply to the Circuit Court in and for Palm Beach County, Florida, for the appointment of a receiver to manage the affairs of the Association. At least thirty (30) days prior to applying to the Circuit Court, the member shall mail to the Association and post conspicuously on the Properties, a notice describing the intended action, giving the Association time to fill the vacancies. If during such time the Association fails to fill the vacancies, the Member may proceed with the petition. If a receiver is appointed, the Association shall be

responsible for the salary of the receiver and reasonable court costs and reasonable attorneys' fees incurred by the petitioner(s). The receiver shall have all the powers and duties of a duly constituted Board of Directors and shall serve as such until the Association fills vacancies on the Board sufficient to constitute a quorum.

Section 5. OFFICERS.

5.1 Officers - Required; Appointment; Removal; Resignation; Vacancies.

The executive officers of the Association shall be a President, and a Vice-President, who must be Directors, a Treasurer and a Secretary, all of whom shall be elected annually by a majority vote of the entire Board. Any person except the President may hold more than one (1) office. The Board of Directors may, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association. If the Board so determines, there may be more than one Vice-President. Any Officer may be removed with or without cause by vote of a majority of the entire Board at any Board meeting. An Officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

5.2 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 ex-officio a member of all standing committees, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors. He shall execute bonds, mortgages, and other contracts requiring seal of the Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board of Directors to some other officer or agent of the Association.

5.3 Vice-Presidents. The Vice-Presidents, in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the power of the President, and shall perform such other duties as the Board of Directors may prescribe. "Absence" or "disability" shall be viewed on a case by case, duty by duty basis, and as used herein, shall mean incapability of the President to effect a particular duty under question, incident to the office of the President.

5.4 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall cause all votes and the minutes of all proceedings to be recorded in a book or books to be kept for the purpose, and shall perform like duties for the standing committees and Executive Committee when required. He shall maintain an accurate and up-to-date roster of Owners and their addresses. He shall keep in safe custody the seal of the Association and, when authorized by the Board, affix the seal to

any instrument requiring it. The Secretary shall be responsible for the proper recording of all duly adopted amendments to the Governing Documents. Any of the foregoing duties may be performed by the Assistant Secretary, if one has been designated.

5.5 Treasurer. The Treasurer shall have responsibility for the custody of Association funds and securities and the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Association. He shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He shall oversee disbursement of the funds of the Association, making proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association. Any of the foregoing duties may be performed by an Assistant Treasurer, if any has been designated.

5.6 Special Duty. The Board shall from time to time delegate to one of its Officers, the responsibility for preparing minutes of Directors' and members' meetings and for authenticating records of the Association. Should or to the extent that the Board shall fail to delegate same, the responsibility shall lie with the Secretary.

Section 6. COMPENSATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS.

Neither Directors, Officers, nor committee members shall receive compensation for their services as Directors, Officer or committee member (as applicable), unless compensation is approved by a majority of the voting interests of all members of the Association, and if required, the persons are duly licensed as Community Association Managers. Nothing herein shall preclude the Board of Directors from employing a Director, Officer or committee member for the management of the Community, or for any other service to be supplied by such Director, Officer, or committee member. Directors, Officers and committee members shall be entitled to reimbursement for all actual and proper out-of-pocket expenses, relating to the proper discharge of their respective duties.

Section 7. FISCAL MATTERS. The provisions for fiscal management of the Association set forth in Article 5 of the Declaration shall be supplemented by the following provisions:

7.1 Annual Budget. The Board of Directors shall adopt an annual budget for common expenses for each fiscal year. A copy of the adopted budget shall be provided to all the Owners. The proposed budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications.

7.2 Reserves. In addition to annual operating expenses, the budget must include reserve accounts for capital expenditures and deferred maintenance as to those Properties for which the Association is obligated to maintain, repair and replace under the Declaration. The Association may, but shall not be obligated, to include operating reserves in the budget.

7.3 Annual Assessments. Annual assessments based on the adopted budget shall be paid in monthly installments, in advance, due on the first days of each and every month of each year, unless otherwise specified by the Board of Directors. One written notice of the annual assessment shall be provided to all members, prior to January 1 of the particular year; no other notices need be given by the Association. Failure to send or receive such notice shall not excuse the obligation to pay. If an annual budget for a new budget year has not been adopted at the time the first installment for that year is due, it shall be presumed that the amount of such installment is the same as the previous installment, and shall be continued at such rate until a budget is adopted and pro rata assessments are calculated, at which time any overage or shortage calculated shall be added or subtracted from each Unit's next due installment.

7.4 Special Assessments. Special assessments may be imposed by the Board of Directors when needed to meet any proper common expense(s) for which there is/are not sufficient funds in the annual budget and annual assessments. Special assessments are due on the date(s) specified in the resolution of the Board approving such assessment. The notice of any special assessment which has been levied must contain a statement of the purpose(s) of the assessment.

7.5 Depository. The Association shall maintain its accounts in such financial institutions in the State of Florida as shall be designated from time to time by the Board. Withdrawal of monies from such accounts shall be only by such person(s) as are authorized by the Board. The Board may invest Association funds in interest-bearing accounts, money market funds, certificates of deposit, U.S. Government securities, and other similar investment vehicles.

7.6 Financial Reporting. The form of accounting, if any, to be provided to the members of the Association shall be as determined at each annual meeting of the members. Provided, however, at no time shall the financial reporting be less stringent than that required by applicable law.

7.7 Fiscal Year. The fiscal year for the Association shall begin on the first day of January of each year. The Board of Directors may change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed in the Internal Revenue Code of the United States of America.

7.8 Annual Election of Income Reporting Method. The Board of Directors shall make a determination annually, based on competent advice, whether it shall cause the Association's income to be reported to the Internal Revenue Service by the "regular" method (Federal Tax Form 1120) or the "alternative" method (Federal Tax Form 1120H), according to which method of reporting shall best serve the interests of the Association for the reporting period under consideration.

scheduled meeting may result in the automatic vote by the Board that the Owner is in violation, whereupon the fine may be levied without further advance warning.

Notwithstanding any provision in these By-Laws to the contrary, the Board of Directors shall be permitted to delegate the conduct of hearings to a Committee ("Hearings Committee"), which Hearings Committee will make recommendations to the Board of Directors for a final Board decision.

8.7 Collection of the Fine. Once a fine is deemed to be due and owing, the Association shall provide written notice to the Owner of the fine due and owing, with due date for payment. The notice shall inform the Owner of his rights to appeal under Section 8.8 of these By-Laws. The fine shall be paid and collectible as a Charge pursuant to the provisions of the Declaration.

8.8 Appeal. An Owner is hereby given the right to appeal the decision of the Board of Directors as to a fine. Any Owner who desires to appeal must make written request for same to be received by the Board of Directors within fifteen (15) days from the date that the Board mails the notice referred to in Section 8.7 above. If such written request is timely received by the Association, an appeal shall be conducted by a committee appointed by the Board of Directors, none of whom shall be members of the Board. The decision of that committee shall be final. If such an appeal is not timely requested, then the decision of the Board of Directors is final.

8.9 Suspension.

- A. The Board of Directors of the Association shall be permitted to suspend the voting rights and right of use of the Common Area of any member (including his family members, lessees, guests, etc.) during any period in which the member shall be delinquent in the payment of any Charge or assessment levied by the Association. Such suspension may be made by the Board of Directors without having to follow the notice and hearing procedures under Section 8 of these By-Laws.
- B. The Board of Directors may also vote to suspend the voting rights and right of use by an Owner (including his family members, lessees, guests, etc.) of the Common Area for a period not to exceed sixty (60) days in the event that any Owner or other violator violates any provision of the Governing Documents or Rules and Regulations or Law, other than the delinquency in payment of assessments or Charges levied by the Association. However, in connection with such suspension, all provisions regarding notice, hearing and appeal as provided for in this Section 8 shall apply, as if the suspension were deemed to be a fine.
- C. Proviso. However, at no time shall the right of ingress or egress to a Unit be denied to an Owner or permanent occupant under this Section 8.9. This proviso shall not preclude the denial of ingress or egress to Guests.

AMENDED?

8.10 Concurrent Remedies. The fine system and suspensions may be invoked independently of or concurrently with any other remedies provided for in the Governing Documents or Law. As such, the fine system and/or suspensions is/are not a condition precedent to the Association's pursuit of other remedies available to it under the Governing Documents or under the Law. Also, the fact that a fine is levied and/or paid or suspension results does not constitute compliance with the Governing Documents, Rules and Regulations and Law, if in fact the violation(s) remain(s).

Section 9. PARLIAMENTARY RULES. ROBERT'S RULES OF ORDER (latest edition) shall govern the conduct of meetings of the Membership and Board of Directors when not in conflict with the Governing Documents or applicable Law.

Section 10. OFFICIAL RECORDS. The Association shall maintain the official records required by F.S. 617.303, as amended from time to time, including but not limited to minutes of members and of the Board of Directors. The Association shall retain the official records for a minimum of one year, unless the statute requires a longer retention period. All official records shall be available for inspection by Owners or their authorized representatives, and by Board members at reasonable times. The right of inspection shall also include the right to obtain copies of the records, at a cost to be established by the Board of Directors. The Board of Directors shall permit inspection and/or provide a copy of the records requested, within ten (10) working days after the Board's receipt of a written request for the particular records and a check for the cost of any copies, if applicable.

Section 11. EMERGENCY BY-LAWS.

11.1 The Board of Directors may adopt By-Laws to be effective only in an emergency defined in Section 11.5 below. The emergency By-Laws, which are subject to amendment or repeal by the members, may make all provisions necessary for managing the Association during an emergency, including:

- A. Procedures for calling a meeting of the Board of Directors;
- B. Quorum requirements for the Meeting; and
- C. Designation of additional or substitute Directors.

11.2 The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all Officers or agents of the Association are for any reason rendered incapable of discharging their duties.

11.3 All provisions of the regular By-Laws consistent with the emergency By-Laws remain effective during the emergency. The emergency By-Laws are not effective after the emergency ends.

11.4 Corporate action taken in good faith in accordance with the emergency By-Laws:

- A. Binds the Association; and
- B. May not be used to impose liability on a Director, Officer, employee, or agent of the Association.

11.5 An emergency exists for purposes of this Section 11 if a quorum of the Association's directors cannot readily be assembled because of some catastrophic event.

Section 12. AMENDMENT OF THE BY-LAWS. All amendments to the By-Laws shall be proposed and adopted in the following manner:

12.1 Proposal. Amendments to these By-Laws may be proposed by the Board of Directors or by written petition signed by the Owners of one-fourth (1/4) of the Units. If any Amendment is proposed by written petition, the Board of Directors shall adopt a resolution approving the Amendment.

12.2 Procedure; Notice and Format. Upon any amendment or amendments to these By-Laws being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting, unless insufficient time to give proper notice remains before that meeting. The full text of any amendment to the By-Laws shall be included in the notice of the Owners' meeting at which a proposed amendment is considered by the Owners. New words shall be inserted in the text by underlining and words to be deleted shall be lined through with hyphens; however, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Laws. See provision _____ for present text."

12.3 Vote Required. Except as otherwise provided by Florida Law, or by specific provision of the Governing Documents, these By-Laws may be amended by concurrence of not less than a majority of the voting interests of those members voting in person and by proxy, with a quorum present, at any annual or special meeting called for the purpose.

12.4 Certificate; Recording; Effective Date. A copy of each adopted amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be in the form required by law and shall be executed by any Officer of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Palm Beach County, Florida. The certificate must identify the Book and Page of the Public Records where the Declaration is recorded.

12.5 Provisos. Notwithstanding any provision in the Governing Documents to the contrary:

- A. No amendment shall operate to unlawfully discriminate against any Unit or class or group of Units.

ORE 7415 Ps 1946

CERTIFICATE OF FIRST AMENDMENT TO AMENDED AND
RESTATED BY-LAWS OF CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.

WHEREAS, the Amended and Restated By-Laws for Cystal Pointe Homeowners' Association, Inc. were recorded on March 13, 1991 in Official Record Book 6755, Page 495, Public Records of Palm Beach County, Florida;

WHEREAS, Section 12.3 of the Amended and Restated By-Laws provides that the Amended and Restated By-Laws may be amended by the vote of not less than a majority of those voting interests of the Association voting in person and by proxy at a meeting;

WHEREAS, on September 26, 1992, a majority of the voting interests of the members of the Association voting in person and by proxy at a meeting did approve the amendments contained in Exhibit "1" to this Certificate;

WHEREAS, the Amendments and this Certificate shall be filed and recorded in the Public Records of Palm Beach County, Florida.

NOW, THEREFORE, the Amended and Restated By-Laws are hereby amended in the particulars as stated in Exhibit "1" attached hereto; the Amendments shall run with the real property known as CRYSTAL POINTE P.U.D. and shall be binding on all parties having any right, title, or interest in the said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner and occupant thereof; and except as otherwise amended hereby, the Amended and Restated By-Laws shall remain unchanged and in full force and effect.

CERTIFICATE OF ADOPTION OF AMENDMENTS

WE HEREBY CERTIFY that the attached Amendments were duly adopted as Amendment(s) to the above-referenced Amended and Restated By-Laws; and the required percentage of the Owners votes did approve same.

PREPARED BY
JAY STEVEN LEVINE, ESQUIRE
LEVINE AND FRANK, P.A.
3300 PGA Boulevard, Suite 800
Palm Beach Gardens, FL 33410
(407)626-4700

DATED this 29th day of SEPTEMBER, 1992.

WITNESSES:

CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.

Sign Deanne M. Evangelista
Print Deanne M. Evangelista

By: Sign: Ronald Lentini
President

Sign Carol B. Hardy
Print CAROL B. HARDY

Print RONALD LENTINI

Current Address 13293 ST. TROPEZ CIR.
PALM BEACH GARDENS, FL 33410

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 29th day of SEPTEMBER, 1992, before me personally appeared RONALD LENTINI, President of CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit Corporation, who is personally known to me or who has produced _____ (if left blank, personal knowledge existed) as identification and who did take an oath.

WITNESS my signature and official seal at PALM BEACH GARDENS, in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign J. S. Norton
Print J. S. NORTON
State of Florida at Large (Seal)
My Commission Expires:

CRYSTPT\cert1.amd

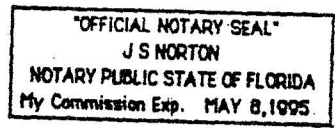


EXHIBIT "1"
AMENDMENTS TO THE AMENDED AND RESTATED BY-LAWS
FOR CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.

II. BY-LAWS

As used herein the following shall apply:

- A. Words in the text are lined through with (-----) indicate deletions from the present text.
- B. Words in the text which are underlined indicate additions to the present text.
- C. If a proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, instead of underlining and hyphens as indicators, there will instead be a notation immediately preceding the proposed amendment which indicates that the document is being substantially reworded and to see the section in the document for the present text.

-
1. Section 3.8 of the By-Laws shall be amended to provide as follows: *AMENDED*

"3.8 Proxies. A proxy may be given by any person entitled to vote, and shall be valid ~~for a period of eleven (11) months from the date of the proxy, unless or until revoked sooner, or unless the proxy states otherwise~~ only for the specific meeting for which it was originally given and/or any lawful adjournment of that meeting. No proxy shall be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. The proxy shall be in such limited or general form as required by the corporate statutes, as amended from time to time. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, and signed by the person authorized to cast the vote for the Unit, and must be delivered to the Secretary at or before the adjournment of the particular meeting. An executed original, an executed telegram or cablegram appearing to have been transmitted by the authorized person, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy form are all valid. Holders of proxies need not be members. The holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy. The proxy may name the Board of Directors as the proxy holder, in which case the proxy shall be voted in the manner determined by resolution of the Board. Subject to Section 3.9 of these By-Laws and to any express limitation on the proxy's authority appearing on the face of the proxy form, the Association is entitled to accept the proxy's vote or other action as that of the member appointing the proxy.

A. So long as prohibited by the corporate statutes as amended from time to time, proxies may not be used for the election of Directors."

2. Sections 3.13 of the By-Laws shall be amended to provide as follows:

"3.13 Minutes of Meetings. The minutes of all meetings of the membership shall be kept in a book available for inspection by members and/or their authorized representatives at any reasonable time. ~~Member(s) of the Association and their authorized representatives shall have the right to make handwritten notations from the minutes, and to receive photocopies of the Minutes at the cost of the member(s) concerned. The Board of Directors shall establish such cost. Any business which might have been conducted at the continued meeting maintained as an official record; see Section 10 of these By-Laws.~~"

3. The first sentence of Section 4.1.A of the By-Laws shall be amended to provide as follows:

"4.1 Number and Terms of Service.

A. Number and Staggered Board. The number of Directors which shall constitute the whole Board of Directors shall be not less than five (5) nor more than nine (9) Directors, the precise number being determined by the members at each annual meeting pursuant to the provisions of Section 4.2.B below.

4. Sections 4.2, 4.4 and 4.5 of the By-Laws shall be deleted in their entirety and substituted with the following: **SUBSTANTIAL REWORDING OF BY-LAWS. SEE SECTIONS 4.2, 4.4 AND 4.5 OF THE BY-LAWS FOR PRESENT TEXT.**

"4.2 Nominations and Elections.

AMENDED
REC. 1-25-97
3-7-97

A. At each annual meeting (or annual or special meeting in the event of recall), the members shall elect as many Directors as there are regular terms of Directors expiring and other vacancies to be filled.

B. If there are more candidates than necessary or fewer candidates than needed to fill all vacancies, then the number of vacancies to be filled at the annual meeting shall be the number of candidates which the Association lists on the election ballot mailed to all owners in connection with the election at the annual meeting, if an odd number, and one less than that if an even number; not to exceed nine minus the number of Directors whose terms are not expiring at the annual meeting.

DELETED
REC. 1-25-97
3-7-97

C. Notwithstanding the provisions of Section 3.4 above, not less than sixty (60) days before the annual meeting, the Association shall mail or deliver a first notice of the date of the annual meeting to all Owners. This first notice shall inform the Owners that any Owner or other eligible person desiring to be a candidate for the Board, must provide written notice to the Association of the intention to run for the Board within the time period referred to under Section D below to be ensured of being placed on the election ballot. The notice may be made by separate Association mailing or delivery or included in another

Association mailing or delivery, including newsletter. This first notice of the annual meeting need not state any purposes for the meeting. The Association shall mail a second notice of the annual meeting which must meet the requirements of Section 3.4 above and must be accompanied by the election ballots referred to below in this Section 4.2.

D. Any person entitled to serve on the Board who desires to be a candidate for the Board, shall become a candidate if the Association receives written notice of his or her desire to run for the Board of Directors no later than forty (40) days preceding the date of the annual meeting. The Board of Directors may appoint a nominating committee if it so chooses. If appointed, the nominating committee shall submit its recommended candidates for the office of Director, to the Board of Directors no later than thirty-five (35) days preceding the date of the annual meeting. Any candidate may furnish the Association with an information sheet which shall be no larger than 8 1/2 inches by 11 inches. The candidate's information sheet, if any, must be received by the Association by no later than forty (40) days prior to the date of the meeting. The Association shall not be permitted to alter the contents of the information sheet prepared by the candidate, but the Association shall be permitted to combine more than one information sheet on a single page if agreed to in writing by the candidate whose information sheets are affected. The Association shall have no liability for the contents of this information sheet prepared by the candidate.

E. Along with the second notice of the annual meeting, the Association shall mail a ballot to all Owners, listing all candidates nominated by the nominating committee and who timely provided notices of intent to run for the Board, along with any information sheets received from the candidates, together with any other materials related to the annual meeting. The ballot shall list the candidates alphabetically by surname, and shall not indicate whether the candidate is an incumbent or how he or she was nominated. There shall be additional lines on the ballot for Owners to add candidates' names, and the Owners may cast ballots for such additional candidates if they so choose. A ballot shall be considered validly cast only if the ballot is personally cast by the Owner at the meeting, or is received by the Association at or prior to the annual meeting and the Association is able to ascertain that an Owner had cast the ballot. In any event, the Association shall devise a system to guarantee the secrecy of the ballots cast. Any ballot which is cast in violation of this Section E shall be deemed invalid. Nominations may be taken from the floor of the meeting and ballots may be personally cast for same by the Owner(s) at the meeting.

F. In the election of Directors, there shall be appurtenant to each Unit as many votes as there are Directors to be elected. No Owner may cast more than one vote for any candidate, it being the intent that casting ballots in the

DELETED
 1-25-97
 REC 3-7-97

election of Directors shall be non-cumulative. The candidates receiving the highest number of ballots cast shall be declared elected, except that any tie(s) shall be decided by drawing lots. The members shall vote for candidates running for three (3), two (2) and one (1) year terms separately by term. A newly elected Director shall take office immediately upon the adjournment of the annual meeting.

DELETED
1-25-97
REC 3-7-97

Proviso. Notwithstanding the foregoing to the contrary, the following shall apply: An election and balloting are not required unless there are more names to be placed on the ballot under Section 4.2.E above than vacancies exist on the Board to be filled. In that event, the second notice of the annual meeting shall simply announce the winning candidates, who shall take office as Directors upon the adjournment of the annual meeting.

4.4 Removal of Directors (Recall).

A. By Members Action. Any or all Directors may be removed with or without cause by a majority of the voting interests, either by a written agreement or at any meeting called for that purpose.

1. By Written Agreement. If a proposed recall is sought by written agreement, a separate agreement is required for each member of the Board being recalled.

2. By Special Meeting. A special meeting for the purpose of recall shall be called by the Association pursuant to Section 3.2 of these By-Laws. The notice of the meeting must be accompanied by a dated copy of a signature list of at least twenty-five percent (25%) of the voting interests, stating that the purpose of the signatures is for recall. The notice of meeting shall specify a person, other than a Board member, subject to that recall, who shall call the meeting to order and determine whether a quorum is present. The failure of the notice to so designate a person shall not invalidate an otherwise valid notice. The meeting must be held not less than fourteen (14) days nor more than sixty (60) days from the date notice is given. The first order of business, upon the determination that a quorum exists, shall be the election of a presiding officer for that meeting who shall be a person other than a Director subject to that recall. The proposed recall of more than one member of the Board shall require a separate vote for each member sought to be recalled.

B. Forced Removal. If a Director is absent from three (3) or more consecutive regular meetings of the Board, the Board of Directors has the authority to remove that Director and declare the office of the Director to be vacant.

C. ADDED 12/5/92, REC. 1-26-93

D. ADDED 12-5-92, REC. 1-26-93

4.5 Vacancies on the Board.

A. A vacancy other than in connection with recall. If the office of any Director or Directors become vacant for any reason, other than recall as provided for in Section 4.4 above, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors who shall hold office for the unexpired term of his predecessor in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

B. Vacancy in connection with recall under Section 4.4 above.

1. If a vacancy occurs on the Board as a result of a recall and less than a majority of the entire membership of the Board is removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum.

2. If vacancies occur on the Board as a result of a recall and a majority or more of the entire membership of the Board is removed, then the following shall occur:

(a) If recalled by written agreement, the Association shall call and hold a meeting to be held not less than thirty (30) days from the date of the Board's receipt of the written agreement for the purpose of the members filling the vacancies created by recall; the successors shall be elected to office for the unexpired term of their predecessor in office. The balloting procedures of Section 4.2 above shall apply, except that the Association need not mail the first notice of meeting referred to in Section 4.2.C above.

(b) If the recall is effected at a meeting, the Owners present in person shall cast ballots for a successor or successors, to hold office for the unexpired term of its/their predecessor(s) in office.

DELETED &
AMENDED
12-5-92

C. Re-election. Any Director recalled shall not be eligible for re-election until the next annual meeting."

5. A new Section 4.7.C shall be added to the By-Laws, which shall provide as follows:

"C. Notice to Owners. Notices of all Board meetings shall be posted in a conspicuous place on the Properties at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting in which assessments against Units are to be considered for any reason shall specifically contain a

statement that assessments will be considered and the nature of the assessments. No other notice of the proposed agenda need be given to the Owners."

6. Section 4.13 of the By-Laws shall be amended to provide as follows:

"4.13 Minutes of Meeting. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by members of the Association and/or their authorized representative(s) at any reasonable time. These individuals shall have the right to make written notations from the minutes, and to receive photocopies thereof at the cost of the member concerned. The Board of Directors shall establish such cost maintained as an official record; see Section 10 of these By-Laws."

7. Section 10 of the By-Laws shall be amended to provide as follows:

"Section 10. BOOKS AND OFFICIAL RECORDS. Corporate recordkeeping and books and records inspection, including rights of members with respect to same, shall apply only as covered or permitted by Chapter 617, Florida Statutes. The Association shall maintain the official records required by F.S. 617.303, as amended from time to time, including but not limited to minutes of members and of the Board of Directors. The Association shall retain the official records for a minimum of one year, unless the statute requires a longer retention period. All official records shall be available for inspection by Owners or their authorized representatives, and by Board members at reasonable times. The right of inspection shall also include the right to obtain copies of the records, at a cost to be established by the Board of Directors. The Board of Directors shall permit inspection and/or provide a copy of the records requested, within ten (10) working days after the Board's receipt of a written request for the particular records and a check for the cost of any copies, if applicable."

NOTICE REGARDING EFFECTIVE DATE: All Amendments are effective when recorded in the Public Records of Palm Beach County, Florida.

CRYSTPT\amend3

RECORD VERIFIED
PALM BEACH COUNTY, FLA
CLERK CIRCUIT COURT

Return to: (enclose self-addressed stamped envelope)

Name

Address:

1-26-93

JAN-26-1993 03:55PM 93-023146

ORB 7565 Pg 1080



Property Appraisers Parcel Identification (Folio) Number(s):

CERTIFICATE OF SECOND AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS OF CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.

WHEREAS, the Amended and Restated By-Laws for Crystal Pointe Homeowners' Association, Inc. were recorded on March 13, 1991 in Official Record Book 6755, Page 495, Public Records of Palm Beach County, Florida;

WHEREAS, Section 12.3 of the Amended and Restated By-Laws provides that the Amended and Restated By-Laws may be amended by the vote of not less than a majority of those voting interests of the Association voting in person and by proxy at a meeting;

WHEREAS, on December 5, 1992, a majority of the voting interests of the members of the Association voting in person and by proxy at a meeting did approve the amendments contained in Exhibit "1" to this Certificate;

WHEREAS, the amendments and this Certificate shall be filed and recorded in the Public Records of Palm Beach County, Florida.

NOW THEREFORE, the Amended and Restated By-Laws are hereby amended in the particulars as stated in Exhibit "1" attached hereto; the amendments shall run with the real property known as CRYSTAL POINTE P.L.D. and shall be binding on all parties having any right, their heirs, successors occupant thereof; Restated By-Laws

amen
rec
LL 330
Palm B.
(407) 621

①

DATED this 25th day of JANUARY, 1993.

WITNESSES:

CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.

Sign Cathy Simons

By: Sign Isaiah Haas
PRESIDENT

Print Cathy Simons

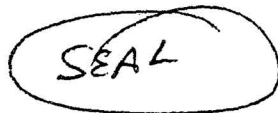
Print ISAIAH HAAS

Sign Kimberly Falsbey

Current Address 2596 LA CRISTAL CIR
PALM BEACH GDN FL 33410

Print Kimberly Falsbey

(SEAL)



STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 25th day of JANUARY, 1993, before me personally appeared ISAIAH HAAS, President of CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC., a Florida Corporation not for profit, who is personally known to me or who has produced N/A (if left blank, personal knowledge existed) as identification and who did take an oath and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal at PALM BEACH GARDENS in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign Jacqueline A. Sylvester

Print JACQUELINE A. SYLVESTER
State of Florida at Large (Seal)
My Commission Expires:

CRYSTALCERT.AMD

NOTARY PUBLIC; STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APRIL 06, 1994
BONDED THRU AGENT'S NOTARY BROKERAGE



EXHIBIT "1"

**AMENDMENTS TO THE BY-LAWS OF THE
CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.**

As used herein the following shall apply:

A. Words in the text are lined through with (---) indicate deletions from the present text.

B. Words in the text which are underlined indicate additions to the present text.

1. A new Section 4.4.C shall be added to the By-Laws as amended this year to read as follows:

"C. Proviso. This Section 4.4 relating to recall of Directors does not contain any provisions for the filling of vacancies which may result by the recall. Please refer to Section 4.5 of these By-Laws for provisions regarding the filling of such vacancies."

2. Section 4.5.B of the By-Laws as amended this year shall be amended to provide as follows, and a new Section 4.5.D shall be added to the By-Laws to read as follows:

"B. Vacancy in connection with recall under Section 4.4 above.

~~1. If a vacancy occurs on the Board as a result of a recall and less than a majority of the entire membership of the Board is removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum.~~

~~2. If vacancies occur on the Board as a result of a recall and a majority or more of the entire membership of the Board is removed, then the following shall occur:~~

~~(a) If recalled by written agreement, the Association shall call and hold a meeting to be held not less than thirty (30) days from the date of the Board's receipt of the written agreement for the purpose of the members filling the vacancies created by recall; the successors shall be elected to office for the unexpired term of their predecessor in office. The balloting procedures of Section 4.2 above shall~~

RECORD VERIFIED DOROTHY H WILKEN
CLERK OF THE COURT - PB COUNTY, FL

~~apply, except that the Association need not mail the first notice of meeting referred to in Section 4.2.C above.~~

~~(b) If the recall is effected at a meeting, the Owners present in person shall cast ballots for a successor or successors, to hold office for the unexpired term of its/their predecessor(s) in office.~~

1. If a vacancy occurs on the Board as a result of forced removal under Section 4.4.B of these By-Laws, then the Board of Directors has the power to choose the successor.
2. If a vacancy occurs on the Board as a result of a recall by written agreement or by special meeting as provided for in Sections 4.4.A.1 and 2 of these By-Laws, then the following shall apply: Within fourteen (14) days from the date of the Board's receipt of the written agreement or the date of the special meeting at which one or more Directors are recalled, as applicable, the Board of Directors shall provide notice of a special meeting of the members to fill the vacancies. The procedures of Section 4.2.C through F shall apply and shall be strictly followed as to notices, candidates, balloting and nominations for the new Directors. Section 4.2.G of these By-Laws shall not apply.

D. Plat Representation. To the extent possible, in the event of a resignation or removal of a Director, the successor Director chosen/elected shall represent the same Subdivision Plat as his predecessor; "represent" here means that the successor either owns a Unit (or is the spouse of an Owner) in the Plat."

NOTICE REGARDING EFFECTIVE DATE: These amendments are effective when recorded in the Public Records of Palm Beach County, Florida.

Except as otherwise amended hereby, the By-Laws shall remain unchanged and in full force and effect.

CRYSTALIAMEND.BYL

Will call Box # 78

Prepared by and return to:

Cari A. Podesta, Esquire
Cari A. Podesta, P.A.
11380 Prosperity Farms Road
Suite 210B
Palm Beach Gardens, Florida 33410

12-15-93
DEC-15-1993 9:07am 93-407229
ORB 8028 Pg 1089

NOV-22-1993 2:39pm 93-378328
ORB 7992 Pg 22

**SECOND AMENDMENT TO THE AMENDED AND RESTATED
BY-LAWS OF
CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.**

This Second Amendment to the Amended and Restated By-Laws of the CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC. is made by the CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC.

RECITALS

WHEREAS, the Amended and Restated By-Laws of CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association", were duly adopted by the Association on February 20, 1991 and recorded in Official Record Book 6755, beginning at Page 495, of the Public Records of Palm Beach County, Florida; and

WHEREAS, the Amended and Restated By-Laws of the Association were amended by that certain instrument dated September 30, 1992 and recorded at Official Record Book 7415, beginning at Page 1946, of the Public Records of Palm Beach County, Florida, hereinafter referred to as the "First Amendment", and the Amended and Restated By-Laws of the Association together with the First Amendment are hereinafter collectively referred to as the "By-Laws"; and

WHEREAS, pursuant to Section 12.1 of the By-Laws, a proposal to amend the By-Laws to reflect a change in the time of year for the holding of the annual meeting of the members of the Association, was made and approved on the 18th day of August, 1993 by the entire Board of Directors of the Association, at a regular meeting of the Board of Directors at which a quorum was present; and

WHEREAS, pursuant to Section 12.2 of the By-Laws proper notice of the proposed amendment together with the proposed text was provided to the members in advance of the September 29, 1993 special meeting of the members, which special meeting was properly

This Document is being re-recorded to correct a scrivener's error.

9-29-93

scheduled in accordance with Section 3.2 of the By-Laws; and

WHEREAS, in accordance with Section 12.5 of the By-Laws, the Association, by and through its members, has determined that the proposed amendment does not operate to unlawfully discriminate against any Unit or class or group of Units; and

WHEREAS, pursuant to Section 12.3 of the By-Laws, the proposed amendment, hereinafter referred to as the "Second Amendment", has been adopted with the requisite number of votes of the members of the Association, as is further evidenced by the Certificate of Adoption of this Second Amendment to the Amended and Restated By-Laws set forth at the end of this Second Amendment.

NOW, THEREFORE, the Association, by and through its President and Secretary certifies that the By-Laws have been amended in accordance with Section 12 of the By-Laws as follows:

1. As is required by Section 12.2 of the By-Laws all revisions to the existing text shall comply with the following editorial guidelines: (i) all new words shall be inserted in the text by underlining; and (ii) words to be deleted shall be lined through with hypens.

2. All defined terms as used in this Second Amendment shall have the same meaning as set forth in the By-Laws.

3. Section 3.1, entitled "Annual Meeting" is hereby amended as follows:

"3.1 Annual Meeting. There shall be an annual meeting of the members in each calendar year. The annual meeting shall be held in Palm Beach County, Florida, each year during the month of January, February, or March ~~December~~ at a day, place and time designated by the Board of Directors, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members."

4. In the event of any conflict between this Second Amendment, and the By-Laws, this Second Amendment shall control. Except as set forth herein, the By-Laws shall remain unmodified and in full force and effect. This Second Amendment shall be effective upon recordation in the Public Records of Palm Beach County, Florida.

Name

Address:

11-17-93

ORB 8028 Pg 1091
RECORD VERIFIED DOROTHY H WILKEN
CLERK OF THE COURT - PB COUNTY, FL

Property Appraisers Parcel Identification (Folio) Number(s):

ORB 7992 Pg 24
RECORD VERIFIED DOROTHY H WILKEN
CLERK OF THE COURT - PB COUNTY, FL

**CERTIFICATE OF ADOPTION OF SECOND AMENDMENT TO
THE AMENDED AND RESTATED BY-LAWS**

THE UNDERSIGNED, being the duly elected and acting President and Vice President of CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC., hereby certify that the foregoing Second Amendment to the Amended and Restated By-Laws was approved by the entire Board of Directors at a regular meeting of the Board of Directors on August 18, 1993, with a quorum present; and was approved by a majority of the voting interests of those members of the Association present in person and by proxy at a special meeting of the Owners' on September 29, 1993, with a quorum present. As required by Section 12.4 of the By-Laws, the original Amended and Restated Declaration of Restrictions for Crystal Pointe P.U.D. are recorded at Official Record Book 6755, beginning at Page 436 of the Public Records of Palm Beach County, Florida.

Executed this 17th day of November, 1993.

WITNESSES:

CRYSTAL POINTE HOMEOWNERS'
ASSOCIATION, INC.

Laura A. Heins
Laura A. Heins

By: [Signature]

Cari A. Podes'
Cari A. Podes'

STATE OF
COUNTY

The

My Comm

CARI A. PODESTA, P.A.
11380 Prosperity Farms Road, Suite 210B
Palm Beach Gardens, Florida 33410

Cari Sussman Podesta
Attorney at Law

Telephone (407) 627-0469
Fax (407) 624-4443

MEMORANDUM

TO: File

FROM: Cari A. Podesta, Esquire *CAR*

RE: 1993 amendment to Amended and Restated By-Laws for Crystal Pointe Homeowners' Association, Inc.

DATE: February 3, 1994

Attached to this memorandum is an affidavit from Marty Bishop, Sr. regarding the mailing of the notices of the special members meeting at which the Second Amendment to the Amended and Restated By-Laws of the Crystal Pointe Homeowners' Association, Inc. was adopted. I was not supplied with the limited proxies which were used to adopt the amendment.

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Martin J. Bishop (hereinafter referred to as "Affiant"), who being by me first duly sworn deposes and says:

1. The Affiant is the President of Bishop Property Management Company, Inc. ("Manager").

2. That pursuant to the agreement between the Manager and CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC. ("Association"), the Manager is responsible for notifying the members concerning annual meetings or any other meetings or functions of the Association.

3. That the Manager is and was in possession of a list of the owners of record for the CRYSTAL POINTE community as of September 29, 1993.

4. That the Manager sent notices to the members of the Association of the special members' meeting which took place on September 29, 1993, for the purpose of voting on the Second Amendment to the Amended and Restated By-Laws of the Association ("By-Laws"), in the manner required by Section 3.4 of the By-Laws.

5. That this affidavit is given in lieu of an affidavit of an Officer of the Association as proof of such mailing of the notices of the special meeting of the members which took place on September 29, 1993, as is required by Section 3.4 of the By-Laws.

FURTHER AFFIANT SAYETH NAUGHT.

AFFIANT

Martin J. Bishop, President
Print Name: Martin J. Bishop

SWORN, I, MARTIN BISHOP, as PRESIDENT of Bishop Property Management Company, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.

Official Notarial Seal

My Commission Expires:

OFFICIAL NOTARY SEAL
DAWN MCCAFFREY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC246638
MY COMMISSION EXP. NOV. 30, 1996

Dawn McCaffrey
Notary Public
State and County Aforesaid

2.3 Termination of Membership. The termination of membership in the Association does not relieve or release a former member from liability or obligation incurred in, or in any way connected with, the Community during the period of his membership, nor does it impair any rights or remedies which the Association may have against any former Owner or member arising out of, or in any way connected with, such ownership and membership and the covenants and obligations incident thereto.

2.4 Voting Interests; Votes. The members of the Association are entitled to one (1) vote for the Unit owned by them. The total number of possible votes (the "voting interests") shall equal the total number of Units. The vote of a Unit is not divisible. If a Unit is owned by one natural person, his right to vote shall be established by a record title to the Unit. If a Unit is owned jointly by two or more natural persons, that Unit's vote may be cast by any one of the record Owners. Votes may be cast for Units owned under a trust arrangement, by any trustee. Votes may be cast for Units owned by an estate in probate, by any personal representative of the estate. If two or more Owners of a Unit do not agree among themselves how their one vote shall be cast, that vote shall not be counted for any purpose. Votes may be cast in person or by proxy.

2.5 Approval or Disapproval of Matters. Whenever the decision or approval of an Owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the vote of such Unit if in an Association meeting, unless the joinder of record Owners is specifically required.

Section 3. MEMBERS MEETINGS.

9-29-93, 11-22-93
AMENDED

3.1 Annual Meeting. There shall be an annual meeting of the members in each calendar year. The annual meeting shall be held in Palm Beach County, Florida, each year during the month of December at a day, place and time designated by the Board of Directors, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members.

3.2 Special Members Meetings. Special members meetings must be held whenever called by the President or by a majority of the Board of Directors, and must be promptly called by the President upon the President or Secretary's receipt of a written petition signed and dated by at least twenty-five (25%) percent of the voting interests of the membership. Such petition shall state the purpose(s) of the meeting. The business at any special meeting shall be limited to the items specified in the petition, and contained in the notice of meeting.

3.3 Court-Ordered Meeting. The Circuit Court of Palm Beach County, Florida may, after notice to the Association, order a meeting of the members to be held:

- A. On application of any member of the Association entitled to vote in an annual meeting if an annual meeting has not been held within any 13-month period; or

the inspection or copying at the Association's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

- F. Refusal or failure to comply with the requirements of this Section 3.7 shall not affect the validity of any action taken at the meeting.

1-25-97

AMENDED 3.8 Proxies. A proxy may be given by any person entitled to vote, and shall be valid for a period of eleven (11) months from the date of the proxy, unless or until revoked sooner, or unless the proxy states otherwise. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, and signed by the person authorized to cast the vote for the Unit, and must be delivered to the Secretary at or before the adjournment of the particular meeting. An executed original, an executed telegram or cablegram appearing to have been transmitted by the authorized person, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy form are all valid. Holders of proxies need not be members. The holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy. The proxy may name the Board of Directors as the proxy holder, in which case the proxy shall be voted in the manner determined by resolution of the Board. Subject to Section 3.9 of these By-Laws and to any express limitation on the proxy's authority appearing on the face of the proxy form, the Association is entitled to accept the proxy's vote or other action as that of the member appointing the proxy. AMENDED

3.9 Association's Acceptance of Votes.

- A. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the Association if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.
- B. If the name signed on a vote, consent, waiver, or proxy appointment does not correspond to the name of its member, the Association if acting in good faith is nevertheless entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member if:
- (1) The member is an entity and the name signed purports to be that of an officer or agent of the entity;
 - (2) The name signed purports to be that of an administrator, executor, guardian, personal representative, or conservator representing the member and, if the Association requests, evidence of fiduciary status acceptable to the Association has been presented with respect to the vote, consent, waiver, or proxy appointment;

the meeting or any adjournment. Any duly called meeting of the members may be adjourned to a later date by the vote required under Section 3.10 of these By-Laws, regardless of whether a quorum has been attained. A new notice of the adjourned meeting shall be given as required by Section 3.4 of these By-Laws. Any business which might have been conducted at the meeting as originally scheduled may be conducted at the continued meeting.

3.12 Order of Business. The order of business at members meetings shall be substantially as follows:

- A. Call to order by the President (or other Officer in the absence of the President)
- B. Appointment of a Chairperson, only if the President is absent; otherwise, the President chairs the meeting
- C. Appointment of a Parliamentarian
- D. Call of the roll or certification of quorum
- E. Proof of notice of meeting or waiver of notice
- F. Minutes of last members meeting - read or waive reading
- G. Reports of Officers
- H. Reports of Committees
- I. Election of Directors (where appropriate)
- J. Unfinished Business
- K. New Business
- L. Adjournment

AMENDED 3.13 Minutes of Meetings. *AMENDED* The minutes of all meetings of the membership shall be kept in a book available for inspection by members and/or their authorized representatives at any reasonable time. Member(s) of the Association and their authorized representatives shall have the right to make handwritten notations from the minutes, and to receive photocopies of the Minutes at the cost of the member(s) concerned. The Board of Directors shall establish such cost.

Section 4. BOARD OF DIRECTORS.

The administration of the affairs of the Association shall be by a Board of Directors, with each Director having a fiduciary relationship with the Owners. All powers and duties granted to the Association by Law, as modified and explained in the Governing Documents, shall be exercised by the Board, subject to approval or consent of the Owners only when such is specifically required.

An Owner does not have the authority to act for the Association by reason of being an Owner.

4.1 Number and Terms of Service.

✓ AMENDED
9/26/92

A. Number and Staggered Board. The number of Directors which shall constitute the whole Board of Directors shall be not less than five (5) nor more than nine (9) Directors, the precise number being determined by the members at each annual meeting. In order to provide for a continuity of experience, a system of staggered terms was established in the original Articles of Incorporation and By-Laws. Following the 1990 Annual Meeting, there shall be three (3) Directors serving one (1) year terms, three (3) Directors serving two (2) year terms, and three (3) Directors serving a three (3) year terms. AMENDED

B. Term. At all annual meetings after 1990, a Director elected shall serve for a term of three (3) years until his successor is duly elected, unless he sooner resigns, or is recalled pursuant to Section 4.4 below.

(1) Exception. In any year where the members vote to increase the number of Directors to serve on the Board when compared with the previous year, then the additional Director(s) elected shall be elected as follows: If one additional Director, for one year; if two additional Directors, then a one and a two year term; if three additional Directors, then a one, a two and a three year term; if four additional Directors, then two one year terms, a two year term and a three year term.

C. Plat Representation. Notwithstanding any provision to the contrary in this Section 4.1, to the extent possible, there shall at all times be at least one (1) Director on the board representing each Subdivisoin Plat ("representing" meaning that the Director either owns a Unit (or is the spouse of an Owner) in the Plat).

3/17/97
✓ 1/25/97
AMENDED

4.2 Nominations and Elections. At each annual meeting (or annual or special meeting in the event of recall), the members shall elect as many Directors as there are regular terms of Directors expiring and other vacancies to be filled. A nominating committee shall be appointed by the Board of Directors no later than sixty (60) days preceding the annual meeting. The nominating committee shall submit its recommended nominees for the office of Director, to the Board of Directors by no later than forty-five (45) days preceding the annual meeting. The slate of nominees recommended by the nominating committee shall be mailed to all Owners along with the notice of the annual meeting. Nominations shall be taken for the office of Director from the floor of the annual meeting. Directors shall be elected by written ballot distributed at the meeting (unless dispensed with the consent of the voting AMENDED

interests referred to in Section 3.10 of these By-Laws) and shall be elected by a plurality of the votes cast at the meeting. In the election of directors, there shall be appurtenant to each Unit as many votes as there are Directors to be elected. No voting representative of any Unit may cast more than one (1) vote for any candidate, it being the intent that voting in the election of Directors shall be non-cumulative. The candidates receiving the highest number of votes shall be declared elected, except that any tie vote shall be decided by the flip of a coin. The members shall vote for candidates running for 3, 2 and 1 year terms separately by term.

4.3 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors or to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

AMENDED 4.4 Removal of Directors (Recall). *AMENDED 9/26/92*

A. By Members Action. Any or all Directors may be removed with or without cause by a majority of the voting interests, either by a written agreement or at any meeting called for that purpose.

(1) By Written Agreement. If a proposed recall is sought by written agreement, a separate agreement is required for each member of the Board being recalled. A special Owners' meeting must be called by the Association and held not less than forty (40) days from the date of the Board's receipt of the written agreement for the purpose of the members filling the vacancies created by recall. The foregoing procedure shall apply notwithstanding any other provision in these By-Laws to the contrary.

(2) By Special Meeting. A special meeting for the purpose of recall shall be called pursuant to Section 3.2 of these By-Laws. The notice of the meeting must be accompanied by a dated copy of a signature list of at least twenty-five percent (25%) of the voting interests, stating that the purpose of the signatures is for recall. The notice of meeting shall specify a person, other than a Board member, subject to that recall, who shall call the meeting to order and determine whether a quorum is present. The failure of the notice to so designate a person shall not invalidate an otherwise valid notice. The meeting must be held not less than fourteen (14) days nor more than sixty (60) days from the date notice is given. The first order of business, upon the determination

that a quorum exists, shall be the election of a presiding officer for that meeting who shall be a person other than a Director subject to that recall. The proposed recall of more than one member of the Board shall require a separate vote for each member sought to be recalled. Any vacancies resulting by reason of recall at the meeting, shall be filled by the members of the Association at that meeting. The foregoing procedure shall apply notwithstanding any other provision in these By-Laws to the contrary.

(3) Procedures. All provisions specified in Section 4.2 of these By-Laws shall apply other than the nominating committee procedures. Any Director recalled shall not be eligible for re-election at the Owners' meeting in question.

AMENDED
9-30-92

B. Forced Removal. If a Director is absent from three (3) or more consecutive regular meetings of the Board, the Board of Directors has the authority to remove that Director and declare the office of the Director to be vacant. In that event, the Board of Directors has the power to choose the successor.

1-26-93 & 9-30-92

AMENDED

4.5 Vacancies on the Board. If the office of any Director or Directors becomes vacant for any reason, other than recall as provided for in Section 4.4.1.A or 4.4.B above, a majority of the remaining Directors, though less than a quorum, shall promptly choose a successor or successors who shall hold office for the unexpired term of his predecessor in office. If the office of any Director or Directors become(s) vacant for reason of recall pursuant to Section 4.4.A.2 above, the members shall choose a successor as provided in Section 4.4.A.2 above, to hold office for the unexpired term of his predecessor in office. To the extent possible, the successor Director chosen/elected shall represent the same Subdivision Plat as his predecessor. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

AMENDED

4.6 Meetings of the Board of Directors.

- A. Organizational Meeting. The organizational meeting of a new Board of Directors shall be held within ten (10) days after the election of new Directors, at such place and time as may be fixed by the Directors at the annual meeting at which they were elected.
- B. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors.

- C. Special Meetings. Special meetings of the Directors may be called by the President, and must be called by the President or Secretary at the written request of a majority of the Directors.
- D. Adjourned Meetings. Any duly called meeting of the Board of Directors may be adjourned to a later date by a vote of the majority of the Directors present, regardless of whether a quorum has been attained. No notice of adjournment is required to be given to any Director who was not present at the time of adjournment. Any business which might have been conducted at the originally scheduled meeting may be conducted at its continuance.
- E. Telephone Conference. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meetings through the use of, any means of communication by which all Directors participating and members present may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

F. ADDED 1-25-97, FILED 3-7-97

4.7 Notice of Board Meetings.

AMENDED, SUB-SECTION C. ADDED. 9/29/92

- A. Notice to Directors. Notice of the time and place of meetings shall be given to each Directors, personally or by mail, telephone or telegraph, and shall be transmitted at least three (3) days prior to the meeting; notwithstanding the foregoing to the contrary, no notice need be given to Directors of a meeting if it is a regular meeting which is held on the same date of each month. Notice of all special meetings shall state the purpose of the meeting.
- B. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened; except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

C. ADDED 9-26-92, FILED 9-30-92

4.8 Quorum and Voting.

- A. Quorum. A quorum at a Board meeting shall be attained by the presence in person of a majority of the entire Board of Directors.

- B. Vote Required. The acts approved by a majority of those Directors present and voting at a meeting at which a quorum has been attained shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the Governing Documents or by applicable Statutes. Directors may not vote by proxy at Board meetings.
- C. Presumption of Assent. A Director who is present at a meeting of the Board, inclusive of the President, shall be deemed to have voted in favor of any action taken, unless:
- (1) He objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting specified business at the meeting; or
 - (2) He votes against or abstains from the action taken.

4.9 Meetings Open to the Members. Meetings of the Board of Directors shall be open to all members to attend and observe. No member, however, shall be entitled to participate in the meeting unless specifically invited to do so, and in the manner set forth by the Board.

4.10 The Presiding Officer. The President of the Association, or in his absence, the Vice-President, shall be the presiding officer at all meetings of the Board of Directors. If neither is present, the presiding officer shall be selected by majority vote of those Directors present.

4.11 Order of Business. The order of business at meetings of the Directors, as appropriate, shall be:

- A. Calling of roll
- B. Proof of notice of meeting or waiver of notice
- C. Reading and disposal of any unapproved minutes of Board meetings
- D. Reports of Officers and committees
- E. Election of Officers (if any)
- F. Unfinished business
- G. New business
- H. Adjournment

4.12 Joinder in Meeting by Approval of Minutes. A Director may join in the action of a meeting by signing and concurring in the minutes of that meeting. That concurrence, however, shall not constitute the presence of that Director for the purpose of determining a quorum.

9-26-92 9-30-92
 AMENDED 4.13 Minutes of Meeting. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by members of the Association and/or their authorized representative(s) at any reasonable time. These individuals shall have the right to make written notations from the minutes, and to receive photocopies thereof at the cost of the member concerned. The Board of Directors shall establish such cost. AMENDED

8.10 Concurrent Remedies. The fine system and suspensions may be invoked independently of or concurrently with any other remedies provided for in the Governing Documents or Law. As such, the fine system and/or suspensions is/are not a condition precedent to the Association's pursuit of other remedies available to it under the Governing Documents or under the Law. Also, the fact that a fine is levied and/or paid or suspension results does not constitute compliance with the Governing Documents, Rules and Regulations and Law, if in fact the violation(s) remain(s).

Section 9. PARLIAMENTARY RULES. ROBERTS' RULES OF ORDER (latest edition) shall govern the conduct of meetings of the Membership and Board of Directors when not in conflict with the Governing Documents or applicable Law.

AMENDED Section 10. BOOKS AND RECORDS. *AMENDED 9/26/92, FILED 9/30/92*

10.1 Until July 1, 1991, the provisions in Chapter 607, Florida Statutes shall apply as to corporate record-keeping and books and records inspection and photocopy rights of members and the Association, including members' access to the Circuit Court to enforce their rights as to books and records inspection and photocopy rights.

10.2 Beginning July 1, 1991, the foregoing subjects shall apply only as covered by Chapter 617, Florida Statutes; and Chapter 607, Florida Statutes only if permitted by Chapter 617, Florida Statutes.

Section 11. EMERGENCY BY-LAWS.

11.1 The Board of Directors may adopt By-Laws to be effective only in an emergency defined in Section 11.5 below. The emergency By-Laws, which are subject to amendment or repeal by the members, may make all provisions necessary for managing the Association during an emergency, including:

- A. Procedures for calling a meeting of the Board of Directors;
- B. Quorum requirements for the Meeting; and
- C. Designation of additional or substitute Directors.

11.2 The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all Officers or agents of the Association are for any reason rendered incapable of discharging their duties.

11.3 All provisions of the regular By-Laws consistent with the emergency By-Laws remain effective during the emergency. The emergency By-Laws are not effective after the emergency ends.

11.4 Corporate action taken in good faith in accordance with the emergency By-Laws: