

BY-LAWS
OF
BOCA RIO TOWNHOME ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is BOCA RIO TOWNHOME ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 12773 West Forest Hill Boulevard, Suite 101, West Palm Beach, Florida, 33414, but meetings of members and Directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

The definitions of words as defined in the Declaration of Restrictions to which these By-Laws are attached as Exhibit "C" and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held at least once each calendar year on a date and at a time to be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary, or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting (provided, however, in the case of an emergency, four (4) days' notice will be deemed sufficient) to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and

EXHIBIT C

B4587 P0836

filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Unit.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), nor more than nine (9), persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

Section 2. Term of Office. The first election of Directors shall be held when Class B membership ceases, as provided in ARTICLE VII of the Articles of Incorporation, at a meeting of the members called for that purpose. Three (3) Directors shall be elected at this first election, one (1) for a term of one (1) year, one (1) for a term of two (2) years, and one (1) for the term of three (3) years. At the expiration of any term of three (3) years, any Director may be re-elected.

Section 3. Removal. At such time as the members of the Association are permitted to elect Directors, any Director may be removed from the Board with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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

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

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

At such time as members of the Association are permitted to elect Directors, the nomination and election of Directors shall be conducted as follows:

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days prior to each annual meeting of the members to serve until the close of that annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot, unless unanimously waived by all

members present. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held every three (3) months without notice, at such place and hour as may be fixed, from time to time, by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the powers reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties and/or fines for the infraction thereof;

(b) Suspend the voting rights and right of use of the Common Area of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

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

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

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, prescribe their duties and delegate any or all of the duties and functions of the Association and/or its officers; and

(f) To acquire, operate, lease, manage and otherwise trade and deal with property, real and personal, including Units and Common Area, on behalf of the Association, as may be necessary or

convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration.

(g) The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases, or privileges to any individual or entity, including Non-Unit Owners, which affect Common Areas and to alter, add to, relocate or improve Common Areas.

Section 2. Duties. It shall be the duty of the Board of Directors to cause the Association to perform the purposes for which it was formed, including, but not limited to, the following:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;

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

(c) As more fully provided in the Declaration, to fix the amount of the annual assessment against each Unit and send notice thereof to every Owner at least thirty (30) days in advance of each annual assessment period;

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

(e) Procure and maintain adequate liability, hazard, property and/or casualty insurance as required by the Declaration.

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as required by the Declaration.

(g) As provided in the Declaration, to administer the reconstruction of improvements after casualty and the further improvement of the property, real and personal.

(h) To approve or disapprove on behalf of the Association proposed purchasers or lessees of Units and to exercise or waive the Association's right to disapprove of the ownership, sales or leasing of any Unit in the manner specified in the Declaration.

(i) To cause the Association to carry insurance for the protection of the members and the Association against casualty and liability as required by the Declaration.

(j) To cause the Association to fulfill its obligations and duties under the Master Declaration, as more fully set forth in Article XIX of the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

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

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

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

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

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

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

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

PRESIDENT

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

VICE PRESIDENT

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

SECRETARY

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

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks, and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each

fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint, remove and fill any vacancies on the Architectural Committee as the Board determines, and appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, a late fee of \$25.00, beginning from the due date, may be levied by the Board of Directors for each month the assessment is late, and the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees incurred by the Association in connection with collection and/or appeal shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Unit.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: BOCA RIO TOWNHOME ASSOCIATION, INC., a Corporation Not For Profit, 1985

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, altered or rescinded at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and

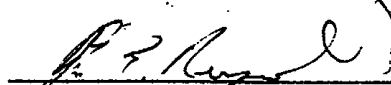
in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

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

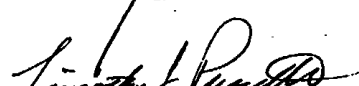
IN WITNESS WHEREOF, We, being all of the directors of BOCA RIO TOWNHOME ASSOCIATION, INC., have hereunto set our hands this 25th day of June, 1985.



J.E. REYNOLDS



P. A. BINNS



T. J. PRESCOTT

STATE OF FLORIDA)
 : SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 25 day of June, 1985, personally appeared before me, J. E. REYNOLDS, P.A. BINNS and T. J. PRESCOTT, to me personally known and they acknowledged before me that they executed the foregoing By-Laws for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above written.

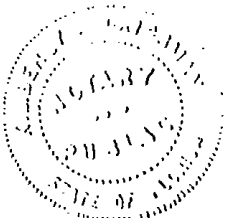


NOTARY PUBLIC, State of Florida
at Large

(NOTARIAL SEAL)

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES FEBRUARY 21, 1989



B4587 P0842

BOCA RIO TOWNHOME ASSOCIATION, INC.

DATE: _____

APPLICATION TO (PURCHASE) (LEASE) A TOWNHOME AT BOCA RIO

Application is herewith made by (Purchaser) (Lessee) _____

Presently residing at _____.

For the (purchase) (lease) of Townhome # _____, located at the
located at the following address: _____

_____, from (Owner) _____.

The UNDERSIGNED applicant, hereinafter referred to as "Undersigned", acknowledges having reviewed a copy of the Homeowner Documents containing the Declaration of Restrictions, the Articles of Incorporation, the By-laws and certain Rules and Regulations of Boca Rio, and the Undersigned, having read and understood the contents of the said documents, does hereby agree to be bound thereby and comply with Same.

The UNDERSIGNED agrees to abide by and comply with all rules and regulations as shall now be in effect, or as may hereafter be in effect by amendment or change as approved by Boca Rio Townhome Association, Inc. and/or its Board of Directors.

The UNDERSIGNED understands that it is the undersigned's responsibility to inform all family members and/or guests of the contents of the aforesaid Rules and Regulations of Boca Rio, as they are now or as they may subsequently be amended; and to advise these same family members and/or guests that they must abide by and comply with all such Rules and Regulations.

The UNDERSIGNED further understands that he/she is directly responsible for any and all actions of family members, guests, employees and agents at all times while these family members, guests, employees and agents are on the premises of Boca Rio. In the event of any infraction, violation and/or deviation of any of the said Rules and Regulations of Boca Rio, committed by the undersigned or a family member, guest, employee and/or agent of the undersigned, will be responsible for the same and will be subjected to such action as the Board of Directors of Boca Rio Townhome Association, Inc. may deem necessary by assessment, removal from the premises or any other relief the Board of Directors may deem necessary in the interests of the Association and Boca Rio.

This application is subject to approval of the Board of Directors, acting in accordance with the Homeowner Documents of Boca Rio. Upon approval, the Owner will receive a Certificate of Approval executed by the Association.

WITNESSES:

(PURCHASERS:)(LESSEE:)

OWNERS:

EXHIBIT D

APPLICATION FOR APPROVAL OF (PURCHASE) (LEASE) AT BOCA RIO

1. Applicant's Name _____
2. Home Address _____
3. How long have you lived at your current address? _____.
If less than two (2) years, please give previous address _____
_____.
4. Telephone _____ Local Telephone Number _____.
5. Children (list names & ages) _____.
6. List names of all full time, permanent occupants _____
_____.
7. Your business or employer _____
Address _____.
8. List names & types of any pets _____.
9. Please list the following references:

Bank Reference:

Name	Address	Phone
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Personal Reference:

Name	Address	Phone
------	---------	-------

10. If a Real Estate Agent is involved in this transaction,
please complete the following:

Name of Firm	Phone
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Agent's Name _____

11. If a Purchase, the proposed closing date on this transaction
is _____.
12. If a Lease, the term of the lease is to commence on _____
_____ and terminate on _____.

The Board Committee has _____ has not _____
approved the foregoing application on this _____ day of
_____, 19____.

Secretary of Association

B4587 P0844

CERTIFICATE OF APPROVAL

OF

BOCA RIO TOWNHOME ASSOCIATION, INC.

THIS IS TO CERTIFY that _____
has been approved by BOCA RIO TOWNHOME ASSOCIATION, INC., as the
Purchaser (or Transferee) of the following described real property
in Palm Beach County, Florida:

Lot _____ of the Plat of BOCA RIO, in
accordance with the Plat thereof recorded in
Plat Book _____, Page _____, Public
Records of Palm Beach County, Florida.

Such Approval has been given pursuant to the provisions of
the Declaration of Restrictions for BOCA RIO recorded in Official
Record Book _____, Page _____, Public Records of Palm Beach
County, Florida and constitutes a waiver of the Association's right
of purchase to the above described Unit, as specified in the
Declaration.

DATED: This _____ day of _____, 19__.

Signed, sealed and delivered
in the presence of:

BOCA RIO TOWNHOME ASSOCIATION, INC.

By: _____ President

(CORPORATE SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared
_____, to me well known to be the person described in
and who executed the foregoing instrument as _____ President
of BOCA RIO TOWNHOME ASSOCIATION, INC., and _____ acknowledged before
me that _____ executed such Instrument as such Officer of said
Association, and that said Instrument is the free act and deed of
said Association and was executed for the purpose therein expressed.

WITNESS my hand and official seal in the State and County
last aforesaid this _____ day of _____, 19__.

Notary Public

(NOTARIAL IMPRESSION SEAL)

My Commission Expires:

EXHIBIT "E"

1845c/0008w

RECORD VERIFIED
PALM BEACH COUNTY FLA
JOHN B. DUNKLE
CLERK CIRCUIT COURT

B4587 P0845