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meeting of the time and place of the adjourned meeting.

7. Proxies: Voting rights of Members shall be as stated in the Articles of Incorporation. Such votes may be cast in person, by proxy, or by written absentee ballot. "Proxy" is defined to mean an instrument containing the appointment of a person by a Member to vote for him and in his place and stead. Proxies shall be in writing and shall be valid only for the particular meeting designated therein and any adjournment thereof if so stated. A proxy must be filed with the Secretary before the appointed time of the meeting or at the particular meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast pursuant to such proxy. No one person shall be permitted to hold more than five (5) proxies.

8. Order of Business: The order of business at all annual meetings shall be as follows:

- A. Election of chairman of Meeting;
- B. Roll Call;
- C. Proof of Notice of Meeting;
- D. Adoption of Minutes of Previous Meeting;
- E. Reports of Officers;
- F. Reports of Committees;
- G. Election of Directors;
- H. Unfinished Business;
- I. New Business; and
- J. Adjournment.

The order of business of all special meetings shall be as determined by the President of the Association.

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9. Rules of Order: Except as may be otherwise provided herein, Roberts Rules of Order (latest edition) shall govern the conduct of all meetings of the Members of the Association when not in conflict with the Declaration, the Articles of Incorporation, these By-Laws, or the laws of the State of Florida.

10. Minutes of Meetings: Minutes of all annual and special meetings of the Membership shall be kept in a businesslike manner and shall be available for inspection by the Members at all reasonable times. The Association shall retain the minutes of such meetings for a period of not less than seven (7) years or for a period of time as required by law, whichever is longer.

ARTICLE VIII.

OFFICERS

1. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. All of the Officers of the Association shall be members of the Board of Directors except that the Secretary need not be a member of the Board of Directors, but shall be a Member of the Association.

2. The officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors, which shall be held immediately following the Annual Meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors and such newly created offices shall be filled only by Members of the Association who need not be members of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

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3. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.
4. All officers shall hold office at the pleasure of the Board of Directors.
5. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, contracts, mortgages, deeds and all other written instruments.
6. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one (1) Vice President, shall perform all the duties of the President in the President's absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.
7. The Secretary of the Association shall be the Secretary of the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. The Secretary shall keep the records of the Association, and shall record in the book kept for that purpose all the names of the Members of the Association, together with their addresses as registered by such Member.
8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.
9. The Treasurer, or the Treasurer's appointed agent, shall keep proper books of

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account and cause an annual accounting of the Association books to be made by a certified public accountant at the completion of each fiscal year. The level of accounting shall be selected by the Board and shall be either a compilation, review or audit. The Board can use as a guideline the recommended specifications of Section 718.111(14) F.S. which prescribes levels of accounting based upon the annual receipts of the Association, to wit:

<u>Annual Receipts in Excess of</u>	<u>Annual Receipts Less Than</u>	<u>Level of Accounting</u>
\$100,000.00	\$200,000.00	Compilation
\$200,000.00	\$400,000.00	Review
\$400,000.00		Audit

If an annual audit of the records is desired by the Board, it may either retain a certified public accountant or appoint a committee composed of three (3) Members of the Association, who are not members of the Board of Directors, to effect such audit.

The Treasurer or the Treasurer's appointed agent shall prepare an annual budget and an annual balance sheet statement. The budget and balance sheet statement shall be open for inspection upon reasonable request by a Member.

10. The salaries, if any, of the officers and assistant officers of the Association shall be set by the Board of Directors.

ARTICLE IX.

COMMITTEES

1. The standing committees of the Association shall be:

The Nominating Committee

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The Maintenance Committee

The Architectural Review Board (the "ARB")

Each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors within thirty (30) days after each annual meeting of the Board of Directors, to serve until succeeding committee members have been appointed. The Board of Directors may appoint such other committees as it deems advisable.

2. The Nominating Committee shall have the duties and functions described in the By-Laws.
3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the property in the Community, and shall perform or seek the performance of such other functions as the Board in its discretion determines.
4. The Architectural Review Board shall have the duties and functions described in the Declaration.

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ARTICLE X.

BOOKS AND RECORDS

The books and records, including minutes and financial reports, of the Association shall, during reasonable business hours, be available at the office of the Association for the inspection of any Member of the Association upon at least seven (7) days' prior written request given by such Member to the Association. All such books and records shall be retained by the Association for a period of not less than seven (7) years or for a period of time as required by law, whichever is longer.

ARTICLE XI.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "BOCA TIERRA HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, incorporated 1977.

ARTICLE XII.

FISCAL MATTERS

1. Fiscal Year: The fiscal year of the Association shall begin on the first day of January and end on the last day of December, provided, that the Board of Directors shall be authorized to change the fiscal year at such time and from time to time as the Board of Directors shall deem it advisable.
2. Depositories: The funds of the Association shall be deposited in one or more savings and loan associations or banks in Palm Beach County, Florida, under resolutions duly approved by the Board of Directors, and shall be withdrawn only over the signature of any two

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members of the Board of Directors.

3. Reports: The Board of Directors shall present at each annual meeting, a full and clear statement of the business and condition of the Association.

ARTICLE XIII.

AMENDMENT; CONFLICTS

1. Amendments: The Board of Directors shall have the power to amend these By-Laws and/or the Articles of Incorporation subject to restrictions contained in the Articles of Incorporation or these By-Laws.

2. There shall be no amendment to these By-Laws which could be construed as an impairment or elimination of the Association's obligation to maintain any easements and Common Areas of the Community.

3. A copy of these By-Laws and of any subsequent amendment thereof shall be recorded among the Public Records of Palm Beach County, Florida.

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

ARTICLE XIV.

Use of pronouns, whenever they appear in these By-Laws, shall read as either masculine, feminine or neuter and either singular or plural, whenever the intent and facts permit such construction.

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BY-LAWS OF
BOCA LAKE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I.
DEFINITIONS

1. All terms used herein which are defined in the Declaration of Covenants and Restrictions for Boca Tierra and Boca Lake shall be used herein with the same meaning as defined in said Declaration.
2. "Association" shall mean and refer to BOCA LAKE HOMEOWNERS ASSOCIATION, INC. a Florida corporation not-for-profit.
3. "Lot" shall mean and refer to any plot of land shown upon the following Plat of Boca Tierra Second section as indicated in Plat Book 38, Page 39 and as amended in Plat Book 50 at Page 60 of the Public records of Palm Beach County all of which is hereinafter sometimes referred to as the "Community".
4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but excluding those having such interest merely as security for the performance of an obligation.
5. "Member" shall mean and refer to those persons entitled to Membership as provided in the Articles of Incorporation and the Declaration and "Membership" shall mean all of the Members.
6. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions as the same are recorded in the Public Records of Palm Beach County, Florida, in Official Records Book 2995 at Pages 1613, et. seq. and any amendments of record thereto.

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ARTICLE II.

LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at such place as the Board of Directors, from time to time, may deem advisable.

ARTICLE III.

VOTING RIGHTS AND ASSESSMENTS

1. Membership: Every person or entity who is a record fee simple owner of a Lot shall be a Member of the Association, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment.

2. Suspension of Voting Rights:

A. Assessments not paid when due shall bear interest from the date when due until paid at the rate set forth in the Declaration for the Association, and shall result in the suspension of voting privileges if any such assessment shall remain unpaid for more than ten (10) days after the due date for the payment thereof. Upon payment of such assessments, voting privileges shall be automatically restored.

B. Non-compliance with the Declaration and Rules and Regulations promulgated and adopted by the Board of Directors regarding the use of the property subject to the Declaration and the conduct of the members, their families, guests, invitees, and tenants shall result in suspension of voting privileges during any period of such non-compliance.

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ARTICLE IV.

BOARD OF DIRECTORS

1. Quorum: A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless otherwise provided in these By-Laws, the Articles of Incorporation, or the Declaration.

2. Vacancy: Any vacancy occurring on the Board of Directors because of death, resignation or other termination of services of any Director, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until his successor shall have been elected and qualified.

3. Removal: Any director may be removed from office at any time with or without cause by a majority vote of the Association's Membership.

4. Regular Meetings: Regular meetings of the Board of Directors may be held at any public place or places on such days and at such hours as the Board of Directors may, by resolution, designate. No notice shall be required to be given of any regular meeting of the Board of Directors

5. Annual Meeting: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Membership in accordance with Article V, paragraph 6, of these By-Laws.

6. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by

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or on behalf of the Secretary, President, or Vice-President, or by or on behalf of any two (2) members of the Board to each member of the Board not less than three (3) days by mail or one (1) day by telephone or telegram. If notice is by mail, notice shall be deemed given on the date such notice is deposited in the mailbox with postage thereon prepaid. Special meetings of the Board may also be held at any place and time without notice by unanimous written waiver of notice signed by all the directors. The Board of Directors may act by unanimous written consent in lieu of a meeting.

7. Waiver and Consent: The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present. Attendance at a meeting by a Director shall be deemed a waiver by such Director of notice of the time, date and place thereof, unless such Director specifically objects to lack of proper notice at the time the meeting is called to order. Further, if a Director, not present at such meeting, fails to object to the fact that he or she did not receive notice of the meeting within five (5) business days after having knowledge that such meeting took place, then, in that event, such Director shall be deemed to have waived notice of the meeting and shall be deemed to have consented to the business transacted thereat.

8. Telephone Participation: Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at a meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

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9. Minutes: Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by Members at all reasonable times. The Association shall retain the minutes of the annual, regular and special meetings of the Board of Directors for a period of not less than seven (7) years or for such period of time as required by law, whichever is longer.

ARTICLE V.

ELECTION OF DIRECTORS

1. Election: The Directors of the Association shall be elected at the Annual Meeting of the Members as specified in the Articles of Incorporation.
2. Nominations: Nominations for the election of Board members shall be made by a Nominating Committee appointed by the Board. Within thirty (30) days before such Annual Meeting date, the Nominating Committee shall notify the Secretary of the names of the candidates nominated for election to the Board of Directors. The Secretary shall, within seven (7) days after receiving such notification from the Nominating Committee, prepare and mail ballots to the Members.
3. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. In addition to nominations made by the Nominating Committee, petitions for nominees shall be accepted if signed by fifteen (15) Members. Such petitions shall be delivered to the Secretary thirty (30) days before the date set for the Annual Meeting. Further, nominations from the floor at the Annual Meeting, shall be accepted.
4. Voting: All elections to the Board of Directors shall be made on written ballots

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which shall (a) describe the vacancies to be filled, and (b) set forth the names of those nominated for each vacancy by the Nominating Committee or by petition for such vacancy. Upon receipt of such ballots, the Members may, in respect to each vacancy, cast as many votes for the persons nominated as they are entitled to exercise under the provisions of the Articles of Incorporation and these By-Laws. Voting shall be in person, by written absentee ballot, or by proxy appointed by an instrument in writing subscribed by the Member designated to vote.

The completed ballots shall be returned to the Secretary at the address of the Association, or at such other address as designated upon each ballot. Upon receipt of each ballot, the Secretary shall immediately place it in a secure place until the date of the Annual Meeting of the Association. At the Annual Meeting, the ballots shall be turned over to an election committee which shall consist of not less than two (2) individuals who need not be Members of the Association, appointed by the Board of Directors, or be counted by the Secretary if the Board has not appointed an election committee.

5. Commencement of Term: The members of the Board of Directors elected in accordance with the procedures set forth in this Article shall be deemed elected as of the date of the annual meeting of the Board of Directors.

6. Organizational Meeting: The first meeting of a newly elected Board of Directors, for the purpose of organization and election of officers, shall be held immediately after the annual meeting of Members, provided the majority of the members of the Board elected are present. Any action taken at such meeting shall be by affirmative vote of a majority of the entire Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held

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within thirty (30) days after the annual meeting of members upon at least three (3) days' notice in writing to each Member of the Board elected, stating the time, place, and objective of such meeting.

ARTICLE VI.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the Powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are provided in the Declaration, Articles of Incorporation, or these By-Laws, which are directed to be done and exercised exclusively by the Association. In addition to the powers granted by these By-Laws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, by way of explanation, but not limitation:

- A. Call meetings of the Members.
- B. Appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.
- C. Establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.
- D. Adopt and publish rules and regulations governing the use of the Common

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Area or any parcels thereof and the personal conduct of the Members, their families, and their guests, invitees and tenants thereon, including reasonable admission charges if deemed appropriate, and the supervision of such use.

E. Authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

F. Exercise for the Association all powers, duties and authority vested in or delegated to the Association except those reserved to Members in the Declaration or Articles of Incorporation of the Association.

G. Provide for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association.

H. Prepare and adopt an annual budget in which there shall be established the contribution of each Member to the common expenses.

I. Collect the assessments, deposit the proceeds thereof in a bank depository which it shall approve, and use the proceeds to administer the Association.

J. Open bank accounts on behalf of the Association and designate the signatories required.

K. Enforce by legal means (including, but not limited to, the imposition of fines), the provisions of the Declaration, the Articles of Incorporation, these By-Laws, and the rules and regulations adopted by it, and bring any proceedings which may be instituted on behalf of the Association.

L. Obtain and carry insurance against casualties and liabilities, as well as directors' and officers' liability insurance and fidelity bond coverage, all as provided in the

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Declaration, and pay the premium cost thereof.

2. It shall be the duty of the Board of Directors:

- A. To cause to be kept a complete record of all its acts and corporate affairs.
- B. To supervise all officers, agents and employees of this Association and see

that their duties are properly performed.

C. With reference to assessments of the Association:

- 1) To fix the amount of the Assessment against each Member for each assessment period at least thirty (30) days in advance of such date or period;
- 2) To prepare a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association and shall be opened to inspection by any Member; and
- 3) To send written notice of each assessment to every Member subject thereto not later than fifteen (15) days after fixing the date of commencement thereof; and
- 4) To issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be prima facie evidence of any assessment therein stated to have been paid.

D. With reference to fines levied by the Board, the Board shall not impose a fine (a late charge shall not constitute a fine) unless and until the following procedure is followed:

- 1) Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying:
 - (a) the alleged violation;
 - (b) the action required to abate the violation and

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(c) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of a fine, if the violation is not continuing. The Board or its designee may demand immediate abatement in such circumstances which, in the Board's determination, pose a danger to safety or property.

2) If the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board may, upon notice, impose a fine. The notice shall state:

- (a) the alleged violation;
- (b) that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine;
- (c) that any statements, evidence, and witnesses may be produced by the alleged violator at the hearing; and
- (d) that all rights to have the fine considered are waived if a hearing is not requested within ten (10) days of the date of the notice.

3) If a hearing is requested, it shall be held before the Board in executive session, and the Member shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing.

4) In the event the Board shall impose a fine against the Member, the amount of the fine shall be determined based upon the nature of the violation and shall be imposed on a non-discriminatory basis. Fines shall be treated as an assessment otherwise due to the Association, shall be paid no later than thirty (30) days after notice of the imposition or

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assessment thereof, and shall be collected pursuant to the provisions of Article V of the Declaration. The imposition of fines pursuant hereto shall not be construed to be an exclusive right or remedy; and the right to impose such fines shall exist in addition to all other rights and remedies to which the Association may otherwise legally be entitled.

ARTICLE VII.

MEETINGS OF MEMBERS

1. Regular Meetings: The first Annual Meeting of the Association shall be held within two months of the recording of these bylaws in the public records of Palm Beach County, Florida. In subsequent years the Annual Meeting shall be held at a date determined by the Board of Directors at a time and place determined by the Board of Directors. The Annual Meetings of the members shall be held on a date determined in the discretion of the Board of Directors, but which shall be, at a minimum, in excess of eleven (11) months after the last annual meeting and no later than 14 months after the last annual meeting.
2. Special Meetings: Special meetings of the Members for any purpose may be called at any time by the President or the Vice-President. In addition, a special meeting of the Members shall be called as directed by resolution of the Board of Directors or upon the written request of the Members who have the right to vote one fourth (1/4) of the votes of the Membership.
3. Notice of Meetings: Notice may be given to a Member either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to his address appearing on the records of the Association. Each Member shall register his address with the Secretary, and notice of meetings shall be mailed or hand-delivered to him at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least ten (10) days but not

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more than thirty (30) days in advance of the meeting and shall set forth the general nature of the business to be transacted. Proof of notice of a meeting shall be given by written statement or verbally at said meeting by the person giving the notice. The notice shall state the time and place of such meeting and the object for which the meeting is called.

4. Waiver of Notice: Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person, by proxy, or by absentee ballot, shall be deemed a waiver by such Member of notice of the time, date and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order.

5. Quorum: The presence at any meeting of Members entitled to cast a majority of the votes of the entire Membership shall constitute a quorum for any action governed by these By-Laws. If a quorum is present, the vote of a majority of the Members who are present or represented at the meeting and entitled to vote on the subject matter, shall be the act of the Membership. However, if the subject matter is one which by express provisions of the Articles of Incorporation or the Declaration requires a vote other than such majority vote, then such express provisions of the Articles of Incorporation or the Declaration requires a vote other than such majority vote, then such express provision shall govern and control the required vote on the decision of such subject matter. Absentee ballots received by the Secretary by the time of the meeting and Members present in person or by a duly authorized proxy shall be used in determining a quorum for any meeting.

6. Adjournment: If at any meeting of the Membership there shall be less than a

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quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. Any business which might have been transacted at a meeting when originally called may be transacted at any adjournment thereof. In the case of the adjournment of a meeting, no notice to the Members of such adjournment shall be required other than announcement at the meeting of the time and place of the adjourned meeting.

7. Proxies: Voting rights of Members shall be as stated in the Articles of Incorporation. Such votes may be cast in person, by proxy, or by written absentee ballot. "Proxy" is defined to mean an instrument containing the appointment of a person by a Member to vote for him and in his place and stead. Proxies shall be in writing and shall be valid only for the particular meeting designated therein and any adjournment thereof if so stated. A proxy must be filed with the Secretary before the appointed time of the meeting or at the particular meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast pursuant to such proxy. No one person shall be permitted to hold more than five (5) proxies.

8. Order of Business: The order of business at all annual meetings shall be as follows:

- A. Election of chairman of Meeting;
- B. Roll Call;
- C. Proof of Notice of Meeting;
- D. Adoption of Minutes of Previous Meeting;
- E. Reports of Officers;
- F. Reports of Committees;
- G. Election of Directors;
- H. Unfinished Business;

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- I. New Business; and
- I. Adjournment.

The order of business of all special meetings shall be as determined by the President of the Association.

9. Rules of Order: Except as may be otherwise provided herein, Roberts Rules of Order (latest edition) shall govern the conduct of all meetings of the Members of the Association when not in conflict with the Declaration, the Articles of Incorporation, these By-Laws, or the laws of the State of Florida.

10. Minutes of Meetings: Minutes of all annual and special meetings of the Membership shall be kept in a businesslike manner and shall be available for inspection by the Members at all reasonable times. The Association shall retain the minutes of such meetings for a period of not less than seven (7) years or for a period of time as required by law, whichever is longer.

ARTICLE VIII.

OFFICERS

1. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. All of the Officers of the Association shall be members of the Board of Directors except that the Secretary need not be a member of the Board of Directors, but shall be a Member of the Association.

2. The officers of the Association shall be elected by the Board of Directors at the

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annual meeting of the Board of Directors, which shall be held immediately following the Annual Meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors and such newly created offices shall be filled only by Members of the Association who need not be members of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

3. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.

4. All officers shall hold office at the pleasure of the Board of Directors.

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

6. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one (1) Vice President, shall perform all the duties of the President in the President's absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

7. The Secretary of the Association shall be the Secretary of the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. The Secretary shall keep the records of the Association, and shall record in the book kept for that purpose all the names of the Members of the Association, together with their addresses as registered by such Member.

8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board of

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Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

9. The Treasurer, or the Treasurer's appointed agent, shall keep proper books of account and cause an annual accounting of the Association books to be made by a certified public accountant at the completion of each fiscal year. The level of accounting shall be selected by the Board and shall be either a compilation, review or audit. The Board can use as a guideline the recommended specifications of Section 718.111(14) F.S. which prescribes levels of accounting based upon the annual receipts of the Association, to wit:

<u>Annual Receipts in Excess of</u>	<u>Annual Receipts Less Than</u>	<u>Level of Accounting</u>
\$100,000.00	\$200,000.00	Compilation
\$200,000.00	\$400,000.00	Review
\$400,000.00		Audit

If an annual audit of the records is desired by the Board, it may either retain a certified public accountant or appoint a committee composed of three (3) Members of the Association, who are not members of the Board of Directors, to effect such audit.

The Treasurer or the Treasurer's appointed agent shall prepare an annual budget and an annual balance sheet statement. The budget and balance sheet statement shall be open for inspection upon reasonable request by a Member.

10. The salaries, if any, of the officers and assistant officers of the Association shall be

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set by the Board of Directors.

ARTICLE IX.

COMMITTEES

1. The standing committees of the Association shall be:

The Nominating Committee

The Maintenance Committee

The Architectural Review Board (the "ARB")

Each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors. The committees shall be appointed by the Board of Directors within thirty (30) days after each annual meeting of the Board of Directors, to serve until succeeding committee members have been appointed. The Board of Directors may appoint such other committees as it deems advisable.

2. The Nominating Committee shall have the duties and functions described in the By-Laws.

3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the property in the Community, and shall perform or seek the performance of such other functions as the Board in its discretion determines.

4. The Architectural Review Board shall have the duties and functions described in the Declaration.

ARTICLE X.

BOOKS AND RECORDS

The books and records, including minutes and financial reports, of the Association shall.

ORB 10204 Pg 705

during reasonable business hours, be available at the office of the Association for the inspection of any Member of the Association upon at least seven (7) days' prior written request given by such Member to the Association. All such books and records shall be retained by the Association for a period of not less than seven (7) years or for a period of time as required by law, whichever is longer.

ARTICLE XI.

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "BOCA LAKE HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, incorporated 1997"

ARTICLE XII.

FISCAL MATTERS

1. Fiscal Year: The fiscal year of the Association shall begin on the first day of January and end on the last day of December, provided, that the Board of Directors shall be authorized to change the fiscal year at such time and from time to time as the Board of Directors shall deem it advisable.
2. Depositories: The funds of the Association shall be deposited in one or more savings and loan associations or banks in Palm Beach County, Florida, under resolutions duly approved by the Board of Directors, and shall be withdrawn only over the signature of any two members of the Board of Directors.
3. Reports: The Board of Directors shall present at each annual meeting, a full and clear statement of the business and condition of the Association.

ORB 10204 Pg 706

ARTICLE XIII.

AMENDMENT; CONFLICTS

Amendments: The Board of Directors shall have the power to amend these By-Laws and/or the Articles of Incorporation subject to restrictions contained in the Articles of Incorporation or these By-Laws.

2. There shall be no amendment to these By-Laws which could be construed as an impairment or elimination of the Association's obligation to maintain any easements and Common Areas of the Community.

3. A copy of these By-Laws and of any subsequent amendment thereof shall be recorded among the Public Records of Palm Beach County, Florida.

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

ARTICLE XIV.

Use of pronouns, whenever they appear in these By-Laws, shall read as either masculine, feminine or neuter and either singular or plural, whenever the intent and facts permit such construction.

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DOROTHY H. WILKEN, CLERK PB COUNTY, FL

IN TESTIMONY of the intention and good faith to carry out the objects and purposes of
the foregoing By-Laws of the BOCA LAKE HOMEOWNERS ASSOCIATION, INC., the
undersigned do hereby subscribe their names and signatures hereto at Boca Raton, Palm Beach
County, Florida this 22 day of January, 1998.

[Signature]
Dennis North

[Signature]
Richard W. Tedeman

[Signature]
Joe Lucia

[Signature]
Dena Johnson

[Signature]
Howard Eglowstein

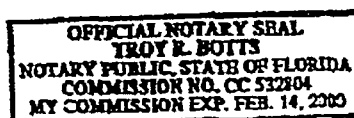
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared
Dennis North
Richard W. Tedeman
Joe Lucia
Dena Johnson &
Howard Eglowstein

who are personally known to me or who provided Fla. Dr. License as
identification, who took oaths and executed the foregoing Bylaws freely and voluntarily under
authority vested in them by the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22 day of
January, 1998.

[Signature]
Notary Public
Print Name:
State of Florida
My Commission Expires:



Dec-17-1998 12:15pm 98-493911

● 如何设计调查问卷

Prepared by and Return to:

Keith F. Backer, Esq.

Backer Law Firm, P.A.

Peninsula Plaza Suite 314

2424 N. Federal Highway

Boca Raton, FL 33431

(561) 361-8535

FBN 454167

CERTIFICATE OF AMENDMENT TO THE

WHEREAS Declaration of Covenants and Restrictions for Boca Tierra were recorded

WHEREAS the Declaration of Covenants and Restrictions for Boca Tierra was amended

WHEREAS, pursuant to the Declaration, the Declaration may be amended by the affirmative

Now, therefore, the undersigned hereby certify that the Amendment to the Declaration of

WITNESS my signature hereto this 9th day of September, 1998 at Boca Raton, Palm

Boca Lake Homeowners Association, Inc.

James Church

As President

WITNESS 1:

Name: KENNETH T. SOLER

WITNESS 2:

ORB 10820 Pg 1192

Page 2
Certificate of Amendment to the
Declaration of Covenants

Name: Kenneth A. Modica

ATTEST:

Dana Johnson
As Secretary

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

The foregoing instrument was acknowledged before me this 9th of September, 1998 by Howard E. Glouberman and Dana Johnson as President and Secretary respectively of Boca Lake Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or produced _____ as identification. They did take an Oath.

Troy Botts
Notary Public
Name:
My Commission Expires:

OFFICIAL NOTARY SEAL
TROY R. BOTTS
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC 532434
MY COMMISSION EXP. FEB. 14, 2000

ORB 10820 Pg 1193

**Proposed Amendment to Article V. Section 2 of the Declaration of
Covenants, Conditions and Restrictions for Boca Tierra and Boca Lake**

The Boca Lake Homeowners Association, Inc. may include in its annual assessment or may specially assess upon the affirmative vote of a majority of directors at a meeting of the Board of Directors, if necessary, to provide bulk cable television, radio, satellite and other electronic communication and information services for all homes in the Boca Lake community. Non-use of such services shall not entitle a lot owner to avoid the obligation for the portion of the assessment (or special assessment) attributable to such services. The Association shall have an easement to access each home in the Boca Lake community to install and maintain necessary equipment and wiring associated with such services. In the event a lot owner interferes with the installation or maintenance of such wiring or equipment and causes the service providers to alter their installation, maintenance or service schedule causing the Association to incur additional expense to complete the work, the lot owner causing such interference shall indemnify the Association for that additional expense which shall be a special assessment against the lot collectable in same manner as other unpaid assessments levied by the Association as provided in this Declaration.

ORR 10820 Pg 1194
DOROTHY H. WILKEN, CLERK PB COUNTY, FL

NOTICE OF SPECIAL MEETING OF MEMBERS

BOCA LAKE HOMEOWNERS' ASSOCIATION, INC.

TO ALL MEMBERS:

On Tuesday, September 8, 1998, at 7:30 p.m., at Spanish River Community High School, 5100 Jog Road, Classroom #8302, Boca Raton, Florida, a Special Meeting of the Association will be held for the purpose of approving the "Cable Savings Amendment" to Article V, Section 2 of the Declaration of Covenants and Restrictions for Boca Tierra and Boca Lake.

A majority of all Association members (a "quorum") must be present, in person or by proxy, at the meeting, in order for the business to be conducted. It is therefore **VERY IMPORTANT** that you either attend or provide a proxy.

Please note the following information about **PROXIES**:

A proxy is for the purpose of appointing another person to represent you in the event that you might not be able to attend the meeting. It must be signed by all owners of the lot or the one among them that they designate on a voting certificate (see below). If you appoint a proxy and later decide you will attend the meeting in person, you may withdraw your proxy when you register at the meeting.

If you will not be attending the meeting, please indicate your approval or disapproval of the proposed amendment and return the proxy to the Association's management.

DATED: August 20, 1998

BY ORDER OF THE BOARD OF DIRECTORS

Dena Johnson

Secretary

Jun-05-1999 08:57am 99-228787
DRB 11151 Pg 955

Prepared by and Return to:
Keith F. Backer, Esq.
Backer Law Firm, P.A.
Peninsula Plaza Suite 314
2424 N. Federal Highway
Boca Raton, FL 33431
(561) 361-8535
FBN 434167

**CERTIFICATE OF AMENDMENT TO THE
DECLARATION OF COVENANTS CONDITIONS AND RESTRICTIONS FOR
BOCA TIERRA AND BOCA LAKE**

WHEREAS, the Declaration of Covenants and Restrictions for Boca Tierra were recorded in the Public Records of Palm Beach County, Florida, in Official Records Book 2995 at Page 1613;

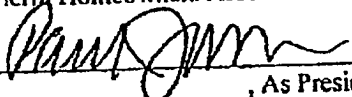
WHEREAS, the Declaration of Covenants and Restrictions for Boca Tierra was amended and the Amended Declaration of Covenants and Restrictions for Boca Tierra and Boca Lake was recorded in the Public Records of Palm Beach County, Florida, in Official Records Book 10204 at Page 610; and

WHEREAS, pursuant to the Declaration, the Declaration may be amended by the affirmative vote of two thirds of the total voting interests of a particular Association present, in person or by proxy, at a meeting of the members called for such purpose where the proposed amendment affects only the owners of and property controlled by that particular Association.

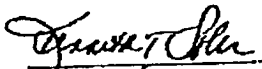
Now, therefore, the undersigned hereby certify that the Amendment to the Declaration of Covenants and Restrictions for Boca Tierra and Boca Lake which is attached hereto is a true and correct copy of the Amendment as such was approved by the membership of Boca Tierra Homeowners Association, Inc. consistent with the procedures set forth in the Declaration.

WITNESS my signature hereto this 17 day of March, 1998 at Boca Raton, Palm Beach County, Florida.

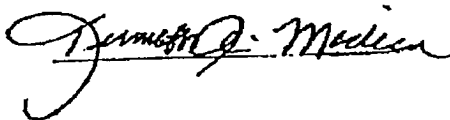
Boca Tierra Homeowners Association, Inc.

By: , As President

WITNESS 1:


Name: Kenneth T. Soler

WITNESS 2:



ORD 11151 Pg 956

Page 2
Certificate of Amendment to the
Declaration of Covenants

Name: Kenneth A. Modica

ATTEST:

[Signature]
, As Secretary

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

The foregoing instrument was acknowledged before me this 17TH of March, 1999 by
Paul Jacobs and Boone A. Martin as President and Secretary
respectively of Boca Vista Homeowners Association, Inc., a Florida not-for-profit corporation, on
behalf of the Corporation. They are personally known to me or produced _____
as identification. They did take an Oath.

[Signature]
Notary Public

Name: Troy R. Botts

My Commission Expires:

OFFICIAL NOTARY SEAL
TROY R. BOTTS
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC 532804
MY COMMISSION EXP. FEB. 14, 2000

DRB 11151 Pg 957
DOROTHY H. WILKEN, CLERK PS COUNTY, FL

**Amendment to Article V, Section 2 of the Declaration of
Covenants, Conditions and Restrictions for Boca Tierra and Boca Lake**

The Boca Tierra Homeowners Association, Inc. may include in its annual assessment or may specially assess upon the affirmative vote of a majority of directors at a meeting of the Board of Directors, if necessary, to provide bulk cable television, radio, satellite and other electronic communication and information services for all homes in the Boca Tierra community. Non-use of such services shall not entitle a lot owner to avoid the obligation for the portion of the assessment (or special assessment) attributable to such services. The Association shall have an easement to access each home in the Boca Tierra community to install and maintain necessary equipment and wiring associated with such services. In the event a lot owner interferes with the installation or maintenance of such wiring or equipment and causes the service providers to alter their installation, maintenance or service schedule causing the Association to incur additional expense to complete the work, the lot owner causing such interference shall indemnify the Association for that additional expense which shall be a special assessment against the lot collectable in same manner as other unpaid assessments levied by the Association as provided in this Declaration.

This is not a certified copy

EXHIBIT B

LEGAL DESCRIPTION

ALL OF BOCA TIERRA 1ST SECTION, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 34, AT PAGE 33, OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA.

IN ADDITION TO:

A parcel of land lying in the Southeast 1/4 of Section 10, Township 47 South, Range 42 East, Palm Beach County, Florida, and being more particularly described as follows:

Commencing at the Northeast corner of said SE 1/4 of Section 10; thence S 01°13'08" East, along the East line thereof, a distance of 56.01 feet to the Point of Beginning of this description; thence continue S 01°13'08" East, along said East line, a distance of 1241.12 feet to a point on the Northerly right-of-way line of an 80.00 foot road; thence S 89°33'02" West, along said North right-of-way line, a distance of 1078.58 feet; thence N 01°13'08" West, a distance of 660.00 feet; thence S 89°33'02" West, a distance of 331.13 feet to a point on the East line of St. Andrew's School; thence N 01°13'56" West, a distance of 585.57 feet; thence N 89°43'52" East, along a line 56.01 feet South of, and parallel with, as measured at right angles to, the North line of the SE 1/4 of Section 10, a distance of 1409.93 feet to the Point of Beginning of this description.

DESCRIPTION OF
THE SOUTH HALF OF THE BALANCE OF LANDS LYING
NORTH OF BOCA TIERRA 1ST SECTION
FOR
HERMAN CORN, AS TRUSTEE

A parcel of land in the NE $\frac{1}{4}$ of Section 10, Township 47 South, Range 42 East, said parcel being more particularly described as follows:
Commencing at the Northeast corner of said NE $\frac{1}{4}$ of Section 10; thence run South 1° 13' 08" East (on an assumed bearing) 1037.45 feet along the East line of said NE $\frac{1}{4}$, to the Point of Beginning; thence continue South 1° 13' 08" East 756.79 feet along said East line, to the Northeast corner of the Plat of Boca Tierra 1st Section, as recorded in Plat Book 34 at Page 33 of the Public Records of Palm Beach County, Florida; thence run South 89° 43' 52" West 550.08 feet along the Northerly boundary of said Plat of Boca Tierra 1st Section, to a point of intersection; thence run South 1° 13' 08" East 4.90 feet along said Northerly boundary, to a point of intersection; thence run South 89° 43' 52" West 505.68 feet along said Northerly boundary, to a point of intersection; thence run South 30° East 221.99 feet along said Northerly boundary, to a point of curvature of a curve to the right; thence along said Northerly boundary, on the arc of said curve to the right, having a radius of 50 feet and a central angle of 119° 43' 52", run Southeasterly and Southwesterly 104.49 feet, to a point of tangency; thence run South 89° 43' 52" West 210 feet along said Northerly boundary, being the tangent extended, to a point of curvature of a curve to the right; thence along said Northerly boundary, on the arc of said curve to the right, having a radius of 50 feet and a central angle of 90°, run Northwesterly 78.54 feet, to a point of tangency; thence run North 0° 16' 08" West 147 feet along said Northerly boundary, to a point of intersection; thence run North 41° 01' 56" West 76.58 feet along said Northerly boundary, to a point of intersection; thence run South 89° 43' 52" West 245 feet along said Northerly boundary, to a point of intersection; thence run South 41° 43' 05" West 67.27 feet along said Northerly boundary, to a point of intersection; thence run South 0° 16' 08" East 155 feet along said Northerly boundary, to a point of curvature of a curve to the right; thence along said Northerly boundary, on the arc of said curve to the right, having a radius of 50 feet and a central angle of 90°, run Southwesterly 78.54 feet, to a point of tangency; thence run South 89° 43' 52" West 175.23 feet along said Northerly boundary, to a point of curvature of a curve to the right; thence along the arc of said curve to the right, having a radius of 50 feet and a central angle of 89° 05' 24", run Northwesterly 77.75 feet, to a point of tangency; thence run North 1° 10' 44" West 120 feet along said Northerly boundary, being the tangent extended, to a point of intersection; thence run South 88° 49' 16" West 120 feet along said Northerly boundary, to a point of intersection; thence run North 1° 10' 44" West 10.41 feet along said Northerly boundary, to a point of intersection; thence run South 89° 43' 52" West 545.47 feet along said Northerly boundary, to a point of intersection; thence run North 87° 31' 08" West 71.91 feet along said Northerly boundary, to a point of intersection; thence run South 73° 01' 48" West 117.26 feet along said Northerly boundary, to an intersection with the West line of said NE $\frac{1}{4}$; thence run North 1° 10' 44" West 571.60 feet along said West line, to a point of intersection, with the arc of a curve running Northerly to the left, a radial at said point bearing North 77° 00' 07" West; thence along the arc of said curve to the left, having a radius of 1963 feet and a central angle of 9° 05' 22", run Northerly 311.41 feet, to an intersection with a line 1037.32 feet South of, as measured at right angles and parallel to the North line of said NE $\frac{1}{4}$ of Section 10; thence run North 89° 41' 14" East 2669.75 feet along said parallel line, to the Point of Beginning.

Said lands situate in the City of Boca Raton, Palm Beach County, Florida and containing 52.4382 acres, more or less.

A parcel of land in the NE¼ of Section 10, Township 47 South, Range 42 East, said parcel being more particularly described as follows:

Commencing at the NE corner of said NE¼ of Section 10; thence run S. 1°13'08" E. (on an assumed bearing) 180.02 ft. along the E. line of said NE¼, to an intersection with a line 180 ft. S. of, as measured at right angles, and parallel to the N. line of said NE¼ of Section 10, and the Point of Beginning; thence run S. 89°41'14" W. 2661.76 ft. along said parallel line, to an intersection with a line 33 ft. E. of, as measured at right angles, and parallel to the W. line of said NE¼; thence run S. 1°10'44" E. 711.70 ft. along said parallel line, also known as the Easterly right of way of Pasadilla Rd., as now located and reconstructed, to a point of curvature of a curve to the right; thence along said Easterly right of way line on the arc of said curve to the right, having a radius of 1963 ft. and a central angle of 13°20'39" run Southwesterly 457.18 ft., to an intersection with said W. line of the NE¼ of Section 10; thence run S. 1°10'44" E. 571.60 ft. along said W. line of the Northwesterly corner of the plat of Boca Tierra 1st Section, as recorded in Plat Book 34 at Page 33 of the Public Records of Palm Beach County, Florida; thence run N. 72°01'48" E. 117.26 ft. along the Northerly boundary of said plat of Boca Tierra 1st Section; thence run N. 87°11'08" E. 71.91 ft. along said Northerly boundary to a point of intersection; thence run N. 89°43'52" E. 545.81 ft. along said Northerly boundary, to a point of intersection; thence run S. 1°10'44" E. 10.44 ft. along said Northerly boundary, to a point of intersection; thence run N. 88°49'16" E. 120 ft. along said Northerly boundary, to a point of intersection; thence run S. 1°10'44" E. 120 ft. along said Northerly boundary, to a point of curvature of a curve to the left; thence along said Northerly boundary, on the arc of said curve to the left, having a radius of 50 ft. and a central angle of 89°05'24" run Southeastery 77.75 ft., to a point of tangency; thence run N. 89°43'52" E. 125.23 ft. along said Northerly boundary being the tangent extended, to a point of curvature of a curve to the left; thence along said Northerly boundary, on the arc of said curve to the left, having a radius of 50 ft. and a central angle of 90° run Northwesterly 78.54 ft., to a point of tangency; thence run N. 0°16'08" W. 155 ft. along said Northerly boundary being the tangent extended, to a point of intersection; thence run N. 41°43'05" E. 67.27 ft. along said Northerly boundary, to a point of intersection; thence run N. 89°43'52" E. 245 ft. along said Northerly boundary, to a point of intersection; thence run S. 41°01'56" E. 76.58 ft. along said Northerly boundary, to a point of intersection; thence run S. 0°16'08" E. 147 ft. along said Northerly boundary, to a point of curvature of a curve to the left; thence along said Northerly boundary on the arc of said curve to the left, having a radius of 50 ft. and a central angle of 50° run Southeastery 78.54 ft., to a point of tangency; thence run N. 89°43'52" E. 210 ft. along said Northerly boundary being the tangent extended, to a point of curvature of a curve to the left; thence along said Northerly boundary on the arc of said curve to the left, having a radius of 50 ft. and a central angle of 519°43'52" run Northwesterly and Northwesterly 104.49 ft., to a point of tangency; thence run N. 30°00' W. 221.99 ft. along said Northerly boundary being the tangent extended, to a point of intersection; thence run N. 89°43'52" E. 105.68 ft. along said Northerly boundary, to a point of intersection; thence run N. 1°10'44" W. 4.90 ft. along said Northerly boundary, to a point of intersection; thence run N. 89°43'52" E. 550.08 ft. along said Northerly boundary, to an intersection with said E. line of the NE¼ of Section 10; thence run N. 1°13'08" W. 1616.22 ft. along said E. line, to the Point of Beginning.

Said lands situate in the City of Boca Raton, Palm Beach County, Florida and containing 104.8764 acres, more or less.

RE
PALM BEACH
COUNTY
CLERK

This is not a certified
copy

EXHIBIT C

ORB 10204 Pg 640

**SECOND AMENDED ARTICLES OF INCORPORATION OF
BOCA TIERRA HOMEOWNERS ASSOCIATION, INC.
a Florida Corporation Not for Profit**

**ARTICLE I.
NAME**

The name of this corporation shall be BOCA TIERRA HOMEOWNERS
ASSOCIATION, INC., hereinafter sometimes referred to as the "Association".

**ARTICLE II.
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

- A. To promote the health, safety and social welfare of the Owners of Property within that area referred to as Boca Tierra in the Declaration of Covenants and Restrictions for Boca Tierra, hereinafter the "Declaration", as recorded in Official Records Book 2995 at Pages 1613 et seq., Public Records of Palm Beach County, Florida and any amendments of record thereto.
- B. To maintain and/or repair landscaping in the general and/or Common areas, structures, and other improvements in Boca Tierra, hereinafter referred to as the "Community", for which the obligation to maintain and repair has been delegated and accepted.
- C. To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including, but not limited to, walls fences, solar water heating panels, swimming pools, antenna, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Community, as well as any alteration, improvement, addition and/or change thereto.
- D. To provide for private security, and such other services, the responsibility for

ORB 10204 Ps 641

which has been or may be accepted in writing by the Association, and the capital improvements and equipment related thereto, in the Community.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To perform all of the functions contemplated for the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

G. To operate without profit for the sole and exclusive benefit of the Association's Members. No part of the Association's net earnings, if any, shall inure to the benefit of any Member of the Association or individual person, firm, or corporation.

ARTICLE III. GENERAL POWERS

The Association shall have the powers reasonably necessary to implement the purposes of the Association, including but not limited to, the following:

A. To hold funds solely and exclusively for the benefit of its members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, By-Laws, Covenants, Restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

ORB 10204 Pg 642

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the lawful activities and pursuing any and all of the lawful objects and purposes set forth in these Articles of Incorporation hereinafter, the "Articles".

E. To fix, collect and enforce assessments to be levied against Property to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and any user for any use of the Association Property where such is deemed appropriate by the Board of Directors of the Association.

G. To operate and maintain the common property which may include but is not limited to surface water management systems.

H. To sue and be sued.

I. To charge recipients for services rendered by the Association and any user for any use of the Association property when such is deemed appropriate by the Board of Directors of the Association.

J. To pay taxes, utility, maintenance, and other charges, if any, on or against property owned or accepted by the Association.

ORB 10204 Pg 643

- K.** To borrow money.
- L.** To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or Members.
- M.** To make, establish and enforce By-Laws and reasonable rules and regulations governing the use of common areas or any portions thereof, as well as the conduct of Members, their family, visitors guests, and lessees, and to provide for the operation and formal administration of the Association.
- N.** To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association and to enforce all the terms and conditions as set forth in the Declaration, applicable to the property and recorded or to be recorded in the Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, said Declaration, and all defined terms therein, being incorporated herein as if set forth at length.
- O.** In general, to have all powers conferred upon a corporation by the laws of the State of Florida, not in conflict with the terms of these Articles and the Declaration, necessary to implement the purposes of the Association.

ARTICLE IV. MEMBERS

- A.** "Member", "Owner", "Lot", and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the aforesaid Declaration for the Community.

ORB 10204 Pg 644

B. The members shall consist only of the lot owners in Boca Tierra, the Property comprising Boca Tierra 1st Section according to the Plat thereof as recorded in Plat Book 34 at Page 33 of the Public Records of Palm Beach County. All such Lot Owners shall automatically become members of the Association upon the acquisition of record title in fee simple to such Lot. Membership of owners of lots in Boca Lake which are members of Association shall terminate upon the effective date of the amendments to the Declaration which provide for the creation of the Boca Lake Homeowners Association, Inc. to which such members shall become members in lieu of their membership in Boca Tierra Homeowners Association, Inc.

C. The Community of Boca Tierra consists of all of Boca Tierra 1st Section according to the Plat thereof as recorded in Plat Book 34 at Page 33 of the Public Records of Palm Beach County.

D. Change in membership will be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record fee title to such Lot and by delivering to the Association a certified copy of such instrument. In the event that a certified copy of said instrument is not delivered to the Association, said Owner shall become a Member, but shall not be entitled to the voting privileges established by these Articles until delivery of the certified copy of said instrument to the Association, at which time the voting privileges of such Owner and Member shall be restored.

E. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to that Member's Lot.

078 10204 Pg 645

ARTICLE V.
VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which such Member holds the interest required for membership. When one or more persons holds such interest or interests in any Lot, any such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the Declaration, the By-Laws or by law, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

B. Voting of the Members shall be in person or by proxy appointed by an instrument in writing subscribed by the Member designated to vote as provided in paragraph A above, or by written absentee ballot signed by a Member as duly designated to vote.

C. The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's lot shall remain unpaid for more than ten (10) days after the due date for the payment thereof.

D. The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of these Articles, the By-Laws, and the Declaration of the Association relating thereto.

E. The By-Laws of the Association shall provide for annual meetings of members, and may make provision for special meetings of members in addition to the annual meeting. The presence at any meeting of members, in person or by proxy or by written absentee ballot, of

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members entitled to cast a majority of the votes of the entire membership shall constitute a quorum for the transaction of business.

ARTICLE VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. All directors, except the initial directors indicated below, shall be members of the Association. Elections shall be by plurality vote at a meeting at which a quorum of the membership of the Association is voting in person, by proxy, or by written absentee ballot. The number of director positions open for election shall be the same number as the number of regular terms of office of directors expiring at such time. The term of each director so elected at each annual election shall be for two (2) years and thereafter, until their successors are duly elected and qualified, or, until removed from office with or without cause by the affirmative vote of a majority of the total voting interests of the Association in person or by proxy at a meeting called for such purpose or by written agreement signed by a majority of the total voting interests of the Association.

B. If a Director elected by the Membership shall for any reason cease to be a Director, the remaining Directors may elect a successor to fill the vacancy for the balance of the unexpired term.

C. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Directors, including annual meetings.

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ARTICLE VII.
OFFICERS

The Association shall have a President, a Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable or consistent with the By-Laws of the Association which officers shall be subject to the direction of the Board. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors at the annual meeting of the Board, or at an organizational meeting of the Board held within ten (10) days following the annual meeting, for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of the officers, for filling vacancies, and for the duties of the officers. If the office of President shall become vacant for any reason or if the President shall be unable or unavailable to act, the Vice-President shall automatically succeed to office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint a Member of the Association to fill such vacancy. The same person may hold two offices, provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

ARTICLE VIII.
CORPORATE EXISTENCE

The Association shall have perpetual existence.

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**ARTICLE IX.
BY-LAWS**

The Board of Directors shall make, alter or rescind the By-Laws of the Association consistent with these Articles. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

**ARTICLE X.
AMENDMENT TO ARTICLES OF INCORPORATION**

A. These Articles may be altered, amended or repealed by resolution of the Board of Directors, provided that (1) no amendment shall make any change in the qualifications for membership, nor the voting rights of the members without the written approval or affirmative vote of a majority of the Members of the Association and (2) these Articles shall not be amended in any manner which shall reduce, amend, affect, modify, or conflict with the terms, covenants, provisions, rights and obligations set forth in the Declaration.

B. A copy of each amendment so adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the same shall be recorded among the Public Records of Palm Beach County, Florida.

**ARTICLE XI.
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. The Association hereby indemnifies any current or former Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability

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or penalty on such person for an act alleged to have been committed by such person in the capacity of Director or Officer of the Association, or in the capacity of Director, Officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which person served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that such Director or Officer has reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of such Director or Officer being or having been a Director or Officer of the Association, or by reason of such Director or Officer being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which such Director or Officer served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by such Director or Officer in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall be entitled to indemnification in relation to matters to which

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such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner which such Director or Officer reasonable believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceedings, such person had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

D. The Association shall have the power, but not the obligation, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the Association against any liability asserted against such person in any such capacity.

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ARTICLE XII.
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction. No Director or Officer of the Association shall incur liability by reason of the fact that such person is or may be interested in any such contract or transaction.

B. Interested Directors shall not be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, nor shall an interested Director be entitled to vote on any contract or transaction in which he or she has an interest as defined herein.

ARTICLE XIII.
DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the association, other than incident to a merger or consolidation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication, and which the applicable authority is willing to accept and shall be used for purposes similar to those for which the corporation was formed. If same is not accepted, then to

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a similar non-profit corporation.

2. Remaining assets, if any, shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

B The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the Members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the entire Membership of the Association.

ARTICLE XIV. REGISTERED AGENT

The registered agent of this corporation is Kenneth Modica, whose address is c/o Triax Group, Inc., P.O. Box 6286, Boca Raton, Florida 33427-6286, and he shall serve in such capacity until such time as another registered agent is appointed by resolution of the Board of Directors, and such appointment this accepted by such registered agent.

ARTICLES XV. MISCELLANEOUS

Use of pronouns, whenever they appear in these Articles of Incorporation, shall read as either masculine, feminine or neuter and neither singular or plural, whenever the intent and facts permit such construction.

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copy

EXHIBIT D

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**SECOND AMENDED BY-LAWS OF
BOCA TIERRA HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I.
DEFINITIONS**

All terms used herein which are defined in the Declaration of Covenants and Restrictions for Boca Tierra and Boca Lake shall be used herein with the same meaning as defined in said Declaration.

2. "Association" shall mean and refer to BOCA TIERRA HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit.

3. "Lot" shall mean and refer to any plot of land shown upon the Plat of Boca Tierra 1st Section, according to the plat thereof as recorded in Plat Book 34 at Page 33 of the public records of Palm Beach County, Florida all of which is hereinafter sometimes referred to as the "Community".

4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but excluding those having such interest merely as security for the performance of an obligation.

5. "Member" shall mean and refer to those persons entitled to Membership as provided in the Articles of Incorporation and the Declaration and "Membership" shall mean all of the Members.

6. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions as the same are recorded in the Public Records of Palm Beach County, Florida, in Official Records Book 2995 at Pages 1613, et. seq. and any amendments of record thereto.

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ARTICLE II.

LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at such place as the Board of Directors, from time to time, may deem advisable.

ARTICLE III.

VOTING RIGHTS AND ASSESSMENTS

1. ~~Membership:~~ Every person or entity who is a record fee simple owner of a Lot shall be a Member of the Association, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment.

2. Suspension of Voting Rights:

A. Assessments not paid when due shall bear interest from the date when due until paid at the rate set forth in the Declaration for the Association, and shall result in the suspension of voting privileges if any such assessment shall remain unpaid for more than ten (10) days after the due date for the payment thereof. Upon payment of such assessments, voting privileges shall be automatically restored.

B. Non-compliance with the Declaration and Rules and Regulations promulgated and adopted by the Board of Directors regarding the use of the property subject to the Declaration and the conduct of the members, their families, guests, invitees, and tenants shall result in suspension of voting privileges during any period of such non-compliance.

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ARTICLE IV.

BOARD OF DIRECTORS

1. Quorum: A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless otherwise provided in these By-Laws, the Articles of Incorporation, or the Declaration.

2. Vacancy: Any vacancy occurring on the Board of Directors because of death, resignation or other termination of services of any Director, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until his successor shall have been elected and qualified.

3. Removal: Any director may be removed from office at any time with or without cause by a majority vote of the Association's Membership.

4. Regular Meetings: Regular meetings of the Board of Directors may be held at any public place or places on such days and at such hours as the Board of Directors may, by resolution, designate. No notice shall be required to be given of any regular meeting of the Board of Directors

5. Annual Meeting: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Membership in accordance with Article V, paragraph 6, of these By-Laws.

6. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by

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or on behalf of the Secretary, President, or Vice-President, or by or on behalf of any two (2) members of the Board to each member of the Board not less than three (3) days by mail or one (1) day by telephone or telegram. If notice is by mail, notice shall be deemed given on the date such notice is deposited in the mailbox with postage thereon prepaid. Special meetings of the Board may also be held at any place and time without notice by unanimous written waiver of notice signed by all the directors. The Board of Directors may act by unanimous written consent in lieu of a meeting.

7. Waiver and Consent: The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present. Attendance at a meeting by a Director shall be deemed a waiver by such Director of notice of the time, date and place thereof, unless such Director specifically objects to lack of proper notice at the time the meeting is called to order. Further, if a Director, not present at such meeting, fails to object to the fact that he or she did not receive notice of the meeting, within five (5) business days after having knowledge that such meeting took place, then, in that event, such Director shall be deemed to have waived notice of the meeting and shall be deemed to have consented to the business transacted thereat.

8. Telephone Participation: Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at a meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

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9. Minutes: Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by Members at all reasonable times. The Association shall retain the minutes of the annual, regular and special meetings of the Board of Directors for a period of not less than seven (7) years or for such period of time as required by law, whichever is longer.

ARTICLE V.

ELECTION OF DIRECTORS

1. Election: The Directors of the Association shall be elected at the Annual Meeting of the Members as specified in the Articles of Incorporation.

2. Nominations: Nominations for the election of Board members shall be made by a Nominating Committee appointed by the Board. Within thirty (30) days before such Annual Meeting date, the Nominating Committee shall notify the Secretary of the names of the candidates nominated for election to the Board of Directors. The Secretary shall, within seven (7) days after receiving such notification from the Nominating Committee, prepare and mail ballots to the Members.

3. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. In addition to nominations made by the Nominating Committee, petitions for nominees shall be accepted if signed by fifteen (15) Members. Such petitions shall be delivered to the Secretary thirty (30) days before the date set for the Annual Meeting. Further, nominations from the floor at the Annual Meeting, shall be accepted.

4. Voting: All elections to the Board of Directors shall be made on written ballots

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which shall (a) describe the vacancies to be filled, and (b) set forth the names of those nominated for each vacancy by the Nominating Committee or by petition for such vacancy. Upon receipt of such ballots, the Members may, in respect to each vacancy, cast as many votes for the persons nominated as they are entitled to exercise under the provisions of the Articles of Incorporation and these By-Laws. Voting shall be in person, by written absentee ballot, or by proxy appointed by an instrument in writing subscribed by the Member designated to vote.

The completed ballots shall be returned to the Secretary at the address of the Association, or at such other address as designated upon each ballot. Upon receipt of each ballot, the Secretary shall immediately place it in a secure place until the date of the Annual Meeting of the Association. At the Annual Meeting, the ballots shall be turned over to an election committee which shall consist of not less than two (2) individuals who need not be Members of the Association, appointed by the Board of Directors, or be counted by the Secretary if the Board has not appointed an election committee.

5. Commencement of Term: The members of the Board of Directors elected in accordance with the procedures set forth in this Article shall be deemed elected as of the date of the annual meeting of the Board of Directors.

6. Organizational Meeting: The first meeting of a newly elected Board of Directors, for the purpose of organization and election of officers, shall be held immediately after the annual meeting of Members, provided the majority of the members of the Board elected are present. Any action taken at such meeting shall be by affirmative vote of a majority of the entire Board. If the majority of the members of the Board elected shall not be present at that time, or if the directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held

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within thirty (30) days after the annual meeting of members upon at least three (3) days' notice in writing to each Member of the Board elected, stating the time, place, and objective of such meeting.

ARTICLE VI.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall be responsible for the affairs of the Association and shall have all of the Powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are provided in the Declaration, Articles of Incorporation, or these By-Laws, which are directed to be done and exercised exclusively by the Association. In addition to the powers granted by these By-Laws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, by way of explanation, but not limitation:

- A. Call meetings of the Members.
- B. Appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.
- C. Establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.
- D. Adopt and publish rules and regulations governing the use of the Common

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Area or any parcels thereof and the personal conduct of the Members, their families, and their guests, invitees and tenants thereon, including reasonable admission charges if deemed appropriate, and the supervision of such use.

E. Authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

F. Exercise for the Association all powers, duties and authority vested in or delegated to the Association except those reserved to Members in the Declaration or Articles of Incorporation of the Association.

G. Provide for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association.

H. Prepare and adopt an annual budget in which there shall be established the contribution of each Member to the common expenses.

I. Collect the assessments, deposit the proceeds thereof in a bank depository which it shall approve, and use the proceeds to administer the Association.

J. Open bank accounts on behalf of the Association and designate the signatories required.

K. Enforce by legal means (including, but not limited to, the imposition of fines), the provisions of the Declaration, the Articles of Incorporation, these By-Laws, and the rules and regulations adopted by it, and bring any proceedings which may be instituted on behalf of the Association.

L. Obtain and carry insurance against casualties and liabilities, as well as directors' and officers' liability insurance and fidelity bond coverage, all as provided in the

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Declaration, and pay the premium cost thereof.

2. It shall be the duty of the Board of Directors:

- A. To cause to be kept a complete record of all its acts and corporate affairs.
- B. To supervise all officers, agents and employees of this Association and see

that their duties are properly performed.

C. With reference to assessments of the Association:

- 1) To fix the amount of the Assessment against each Member for each assessment period at least thirty (30) days in advance of such date or period;
- 2) To prepare a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association and shall be opened to inspection by any Member; and
- 3) To send written notice of each assessment to every Member subject thereto not later than fifteen (15) days after fixing the date of commencement thereof; and
- 4) To issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be prima facie evidence of any assessment therein stated to have been paid.

D. With reference to fines levied by the Board, the Board shall not impose a fine (a late charge shall not constitute a fine) unless and until the following procedure is followed:

- 1) Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying:
 - (a) the alleged violation;
 - (b) the action required to abate the violation and

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(c) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of a fine, if the violation is not continuing. The Board or its designee may demand immediate abatement in such circumstances which, in the Board's determination, pose a danger to safety or property.

2) If the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board may, upon notice, impose a fine. The notice shall state:

- (a) the alleged violation;
- (b) that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine;
- (c) that any statements, evidence, and witnesses may be produced by the alleged violator at the hearing; and
- (d) that all rights to have the fine considered are waived if a hearing is not requested within ten (10) days of the date of the notice.

3) If a hearing is requested, it shall be held before the Board in executive session, and the Member shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing.

4) In the event the Board shall impose a fine against the Member, the amount of the fine shall be determined based upon the nature of the violation and shall be imposed on a non-discriminatory basis. Fines shall be treated as an assessment otherwise due to the Association, shall be paid no later than thirty (30) days after notice of the imposition or

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assessment thereof, and shall be collected pursuant to the provisions of Article V of the Declaration. The imposition of fines pursuant hereto shall not be construed to be an exclusive right of remedy; and the right to impose such fines shall exist in addition to all other rights and remedies to which the Association may otherwise legally be entitled.

ARTICLE VII.

MEETINGS OF MEMBERS

1. Regular Meetings: The Annual Meeting of the Association shall be held on the second Tuesday of November in each year at 7:00 P.M. at the principal office of the Association, unless some other place is designated by the Board.
2. Special Meetings: Special meetings of the Members for any purpose may be called at any time by the President or the Vice-President. In addition, a special meeting of the Members shall be called as directed by resolution of the Board of Directors or upon the written request of the Members who have the right to vote one fourth (1/4) of the votes of the Membership.
3. Notice of Meetings: Notice may be given to a Member either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to his address appearing on the records of the Association. Each Member shall register his address with the Secretary, and notice of meetings shall be mailed or hand-delivered to him at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least ten (10) days but not more than thirty (30) days in advance of the meeting and shall set forth the general nature of the business to be transacted. Proof of notice of a meeting shall be given by written statement or verbally at said meeting by the person giving the notice. The notice shall state the time and place of such meeting and the object for which the meeting is called.

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4. Waiver of Notice: Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person, by proxy, or by absentee ballot, shall be deemed a waiver by such Member of notice of the time, date and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order.

5. Quorum: The presence at any meeting of Members entitled to cast a majority of the votes of the entire Membership shall constitute a quorum for any action governed by these By-Laws. If a quorum is present, the vote of a majority of the Members who are present or represented at the meeting and entitled to vote on the subject matter, shall be the act of the Membership. However, if the subject matter is one which by express provisions of the Articles of Incorporation or the Declaration requires a vote other than such majority vote, then such express provisions of the Articles of Incorporation or the Declaration requires a vote other than such majority vote, then such express provision shall govern and control the required vote on the decision of such subject matter. Absentee ballots received by the Secretary by the time of the meeting and Members present in person or by a duly authorized proxy shall be used in determining a quorum for any meeting.

6. Adjournment: If at any meeting of the Membership there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. Any business which might have been transacted at a meeting when originally called may be transacted at any adjournment thereof. In the case of the adjournment of a meeting, no notice to the Members of such adjournment shall be required other than announcement at the

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meeting of the time and place of the adjourned meeting.

7. Proxies: Voting rights of Members shall be as stated in the Articles of Incorporation. Such votes may be cast in person, by proxy, or by written absentee ballot.

"Proxy" is defined to mean an instrument containing the appointment of a person by a Member to vote for him and in his place and stead. Proxies shall be in writing and shall be valid only for the particular meeting designated therein and any adjournment thereof if so stated. A proxy must be filed with the Secretary before the appointed time of the meeting or at the particular meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast pursuant to such proxy. No one person shall be permitted to hold more than five (5) proxies.

8. Order of Business: The order of business at all annual meetings shall be as follows:

- A. Election of chairman of Meeting;
- B. Roll Call;
- C. Proof of Notice of Meeting;
- D. Adoption of Minutes of Previous Meeting;
- E. Reports of Officers;
- F. Reports of Committees;
- G. Election of Directors;
- H. Unfinished Business;
- I. New Business; and
- J. Adjournment.

The order of business of all special meetings shall be as determined by the President of the Association.

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9. Rules of Order: Except as may be otherwise provided herein, Roberts Rules of Order (latest edition) shall govern the conduct of all meetings of the Members of the Association when not in conflict with the Declaration, the Articles of Incorporation, these By-Laws, or the laws of the State of Florida.

10. Minutes of Meetings: Minutes of all annual and special meetings of the Membership shall be kept in a businesslike manner and shall be available for inspection by the Members at all reasonable times. The Association shall retain the minutes of such meetings for a period of not less than seven (7) years or for a period of time as required by law, whichever is longer.

ARTICLE VIII.

OFFICERS

1. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. All of the Officers of the Association shall be members of the Board of Directors except that the Secretary need not be a member of the Board of Directors, but shall be a Member of the Association.

2. The officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors, which shall be held immediately following the Annual Meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors and such newly created offices shall be filled only by Members of the Association who need not be members of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

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3. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.
4. All officers shall hold office at the pleasure of the Board of Directors.
5. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, contracts, mortgages, deeds and all other written instruments.
6. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one (1) Vice President, shall perform all the duties of the President in the President's absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.
7. The Secretary of the Association shall be the Secretary of the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. The Secretary shall keep the records of the Association, and shall record in the book kept for that purpose all the names of the Members of the Association, together with their addresses as registered by such Member.
8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.
9. The Treasurer, or the Treasurer's appointed agent, shall keep proper books of

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account and cause an annual accounting of the Association books to be made by a certified public accountant at the completion of each fiscal year. The level of accounting shall be selected by the Board and shall be either a compilation, review or audit. The Board can use as a guideline the recommended specifications of Section 718.111(14) F.S. which prescribes levels of accounting based upon the annual receipts of the Association, to wit:

<u>Annual Receipts in Excess of</u>	<u>Annual Receipts Less Than</u>	<u>Level of Accounting</u>
\$100,000.00	\$200,000.00	Compilation
\$200,000.00	\$400,000.00	Review
\$400,000.00		Audit

If an annual audit of the records is desired by the Board, it may either retain a certified public accountant or appoint a committee composed of three (3) Members of the Association, who are not members of the Board of Directors, to effect such audit.

The Treasurer or the Treasurer's appointed agent shall prepare an annual budget and an annual balance sheet statement. The budget and balance sheet statement shall be open for inspection upon reasonable request by a Member.

10. The salaries, if any, of the officers and assistant officers of the Association shall be set by the Board of Directors.

ARTICLE IX.

COMMITTEES

1. The standing committees of the Association shall be:

The Nominating Committee