

AMENDED AND RESTATED BY-LAWS
OF
EMERALD POINTE COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is EMERALD POINTE COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 14375 Hagen Ranch Road, Delray Beach, Florida 33446, but meetings of members and Directors may be held at such places within Palm Beach County, Florida, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The definitions of words as defined in the Amended and Restated Declaration of Restrictions for Emerald Pointe recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE III

MEETING OF MEMBERS

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

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of twenty-five percent (25%) of all of the Members of the Association.

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

Section 4. Quorum. The presence at the meeting of the Owners entitled to cast thirty percent (30%) of the votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If a quorum has been attained, the vote of a majority of the votes cast by Owners shall be binding upon all members for all purposes, except as otherwise provided by law, the Declaration, the Articles of Incorporation or these

By-Laws. If, however, such quorum, shall not be present or represented at any meeting, the Owners entitled to vote thereat shall have the power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. The President or Vice President shall have authority to temporarily adjourn and reconvene Owners' meetings when necessary or appropriate.

ARTICLE IV

BOARD OF DIRECTORS: NUMBER: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of seven (7) persons.

Section 2. Term of Office. The Directors shall serve staggered terms. Beginning with the Annual Meeting in January, 1996, the four (4) elected Directors receiving the highest number of votes shall serve two (2) year terms, and the three (3) remaining elected Directors shall serve one (1) year terms. Thereafter, all Directors shall serve two (2) year terms, without any limit on the number of terms.

Section 3. Removal. A Director may be removed from the Board with or without cause, by assent of a majority of the Members. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board for the remainder of the Director position's term.

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

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

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations of candidates for election to the Board of Directors shall be as follows:

Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall consist of not less than three (3) members appointed by the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors at least ninety (90) days prior to each Annual Meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. Additional nominations to run for positions on the Board of Directors may be made from the floor at the Annual Meeting.

Section 2. Elections of Directors Will be Held Annually. The method for voting on director candidates shall follow the procedure authorized by the Board from time to time. The Board may conduct the voting by ballot or limited proxy. The Board may authorize the use of absentee ballots. General proxies may not be used for election of directors, but may be used for establishment of a quorum or for other purposes authorized by the Board. Owners shall follow the voting procedures authorized by the Board. Candidates receiving the largest number of votes by Owners shall be elected, in descending order, up to the number of vacancies, provided that each such candidate receives at least eighty (80) votes. If all vacancies cannot be filled due to a candidate, or candidates not receiving eighty (80) votes, the Board shall declare the position(s) vacant, and the Board shall fill the vacancy or vacancies, as provided in Article VIII, Section 6 of these Bylaws. Cumulative voting is not permitted. Directors shall be elected on an at large basis.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, at such place and hour as may be fixed, from time to time, by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by one-third (1/3) of the Directors then in office after not less than three (3) days' notice to each Director.

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

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

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

(b) Suspend the voting rights and right to use of the recreational portions of the Common Area of an Owner and such Owner's family, guests and tenants, during any period in which such member shall be in default for over ninety (90) days in the payment of any assessment levied by the Association. The Association may also suspend rights to use common areas and facilities in accordance with the procedure established in the Declaration;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association, including all powers, which may be exercised by corporations not-for-profit pursuant to

Chapter 617, Florida Statutes, and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

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

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

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

(a) Cause to be kept a record of its acts and corporate affairs and to present a report or reports thereof to the Members at the annual meeting of the Members, including a financial report;

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

(c) As more fully provided in the Declaration, to fix the amount of the assessments against each Unit and send notice thereof to every Owner;

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

(e) Procure and maintain such insurance as required by the Declaration, and such other insurance as deemed appropriate or necessary;

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

(g) Perform all other duties and responsibilities as provided in the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

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

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

Section 3. Term. The officers of this Association shall be elected annually by the Board and

each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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

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

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

Section 7. Duties. The duties of the officers are as follows:

PRESIDENT

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

VICE-PRESIDENT

(b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be deemed necessary by the Board. In the event of the President or Vice-President being absent, unable or refusing to act, the Treasurer shall be third in line of succession and the Secretary shall be fourth.

SECRETARY

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

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and shall, as required by the Declaration, prepare annual budgets and statements of projected income and expenditures to be presented to the Board of Directors for review, amendment and adoption. A copy of the applicable annual budgets as approved by the Board shall be delivered to each member of the Association.

ARTICLE IX

COMMITTEES

The Board shall appoint members to the Standing Committees described in the Declaration; the Board shall fill vacancies of those committees. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

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

ARTICLE XI

ASSESSMENTS

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

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: EMERALD POINTE COMMUNITY ASSOCIATION, INC., a corporation Not for Profit, 1988.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, altered or rescinded at a regular or special meeting of the Members, by assent of a majority of all the Members of the Association. These

Bylaws may also be amended by written agreement without a Members meeting provided the concurrence of all the Directors and a majority of all the Members is obtained.

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

ARTICLE XIV

MISCELLANEOUS

Section 1. All checks and promissory notes in excess of such amount as may be determined from time to time by the Board shall be consigned by the President or any Vice-President and by any other officer of the Association or by the manager, if any, and if authorized by the Board to do so.

Section 2. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

Adopted by the Board of Directors of the Emerald Pointe Community Association, Inc. this _____ day of _____, 2001.

Witness

By: _____
Rene Zerah, Its President

Printed Name

ATTEST:

Witness

Printed Name

SECRETARY

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

The foregoing instrument was acknowledged before me this _____ day of _____, 2001 by _____, as President and _____, as Secretary of EMERALD POINTE COMMUNITY ASSOCIATION, INC. They are personally known to me.

(SEAL)

NOTARY PUBLIC

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