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AMENDED BY-LAWS
OF
LA ENTRADA DEL MAR ASSOCIATION, INC.

A corporation not for profit under the laws of
the State of Florida
AS AMENDED MAY 1, 1995.

1. IDENTITY.

These are the By-Laws of LA ENTRADA DEL MAR ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on the 27th day of November, 1972. LA ENTRADA DEL MAR ASSOCIATION, INC., hereinafter called "ASSOCIATION", has been organized for the purpose of administering the operation and management of LA ENTRADA DEL MAR, A Condominium, an apartment project and condominium regime established ~~(or to be established)~~ in accordance with the laws of the State of Florida upon the following described property situate, lying and being in St. Lucie County, Florida, which legal description is Lots 24 through 29, inclusive, Block 16, revised map of Fort Pierce Beach Subdivision, according to revised Plat thereof recorded in Plat Book 8, Page 29, Public Records of St. Lucie County, Florida. Hereafter in these By-Laws LA ENTRADA DEL MAR, A Condominium, is referred to as "CONDOMINIUM".

- a. The provisions of these By-Laws are applicable to the CONDOMINIUM and the terms and provisions hereof are expressly subject to the effect of the terms, provisions, conditions and authorizations contained in the formal Declaration of Condominium ~~(which will be)~~ recorded in the Public Records of St. Lucie County, Florida, at the time said property and the improvements now or hereafter situate thereon ~~were~~(are) submitted to the Plan of Condominium Ownership, the terms and provisions of said Articles of Incorporation and Declaration of Condominium to be controlling wherever the same may be in conflict herewith.
- b. All present or future owners, tenants, future tenants, or their employees, or any other person, that might use the CONDOMINIUM or any of the facilities thereof in any manner, are subject to the regulations set forth in these By-Laws and in said Articles of Incorporation and Declaration of Condominium.
- c. The office of the ASSOCIATION shall be at 1300 Seaway Drive, Building F, Ft. Pierce, Florida 34949.
- d. The fiscal year of the ASSOCIATION shall be the calendar year.
- e. The seal of the ASSOCIATION shall bear the name of the ASSOCIATION, the word "FLORIDA", the words "CORPORATION NOT FOR PROFIT", and the year of incorporation, an impression of which seal is as follows:

2. MEMBERSHIP, VOTING, QUORUM, PROXIES

- a. The qualification of members, the manner of their admission to membership and termination of such membership and voting by members, shall be as set forth in Article IV of the Articles of Incorporation of the ASSOCIATION, the provisions of which said Article IV of the Articles of Incorporation are incorporated herein by reference.
- b. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The joinder of a member in the action of a meeting by signing and concurring in the Minutes thereof shall constitute the presence of such person for the purpose of determining a quorum.

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- c. The vote of the owners of a PRIVATE DWELLING owned by more than one person ~~(or by a corporation or other entity)~~ shall be cast by the person named in a Certificate signed by all of the owners of the PRIVATE DWELLING and filed with the Secretary of ASSOCIATION, and such certificate shall be valid until revoked by subsequent Certificate. If such a Certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum, nor for any other purpose. The person named in any such Certificate shall have the right to designate a proxy or proxies to cast the vote of the owners of a PRIVATE DWELLING who have executed such Certificate.
- d. Votes may be cast in person or by proxy, except that proxies shall not be used in electing Board of Director Members. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary before the appointed time of the meeting.
- e. Approval or disapproval by a PRIVATE DWELLING owner upon any matters, whether or not the subject of an ASSOCIATION meeting, shall be by the same person who would cast the vote of such owner if in the ASSOCIATION meeting.
- f. Except where otherwise required under the provisions of the Articles of Incorporation of the ASSOCIATION, these By-Laws, the Declaration of Condominium, or where the same may otherwise be required by law, the affirmative vote of the owners of a majority of the PRIVATE DWELLINGS represented at any duly called members' meeting at which a quorum is present shall be binding upon the members. Wherever any PRIVATE DWELLING is owned by husband and wife, absent any notice by them to the contrary, the husband and wife, as the case may be, shall be treated and regarded as the agent and proxy of the other when in attendance at any membership meeting for the purpose of determining a quorum and casting the vote for each PRIVATE DWELLING owned by them, without necessity for filing of a Certificate.

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

- a. The Annual Members' Meeting shall be held at the office of the ASSOCIATION, at 7:00 p.m., Eastern Standard Time, or at such other place and time as the Board of Directors may designate, on the first Monday in March of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding Monday.
- b. Special Members' Meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members of the ASSOCIATION owning a majority of the PRIVATE DWELLINGS.
- c. Notice of all Members' Meetings, Regular or Special shall be given by the President, Vice-President or Secretary of the ASSOCIATION, or other officer of the ASSOCIATION in absence of said officers, to each Member, unless waived in writing, such notice to be written or printed and to state the time and place and agenda of (object for which) the Meeting. ~~(was called.)~~ Such notice shall be given to each Member at least 14 days ~~(not less than five (5) days nor more than thirty (30) days)~~ prior to the date set for such Meeting, which notice shall be mailed or presented personally to each Member within said time, and shall be posted in a conspicuous place on the condominium property at least 14 continuous days preceding the meeting. If presented personally receipt of such notice shall be signed by the Member, indicating the date on which said notice was received by him. If mailed, such notice

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shall be deemed to be properly given when deposited in the United States mails addressed to the Member at his post office address as it appears on the records of the ASSOCIATION (Register of Owners) as of the date of mailing such notice, the postage thereon prepaid. Proof of such mailing shall be given by the Affidavit of the person giving the notice or United States Postal Service certificate of mailing, either or both shall be included in the official records of the Association. Any member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the ASSOCIATION, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such Member. If any Members' Meeting cannot be organized because a quorum has not attended, or because the greater percentage of the Membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these By-Laws or the Declaration of Condominium, the Members who are present, either in person or by proxy, may adjourn the Meeting from time to time until a quorum, or the required percentage of attendance if greater than a quorum, is present.

- d. The order of business at Annual Members' Meetings, and, as far as practical, at any other Members' Meeting shall be:

- (1) Calling of the roll and certifying of proxies
- (2) Proof of notice of meeting or waiver of notice
- (3) Reading and disposal of any unapproved minutes
- (4) Reports of Officers
- (5) Reports of Committees
- (6) Appointment of Inspectors of Election by Chairman
- (7) Election of Directors
- (8) Unfinished business
- (9) New business
- (10) Adjournment

- e. All members are entitled to participate in meetings of Members with reference to all designated agenda items.

- f. Items shall be added to the agenda of any members meeting by written notice to the Secretary, or other officer of the Association in the absence of the secretary, from a member, when such notice is received by the Secretary or other officer no later than 5 days before the meeting.

- g. Any member may tape record or videotape meetings of Members subject to the rules of the Division of Florida Land Sales, Condominiums, and Mobile Homes of the Department of Business Regulation.

4. BOARD OF DIRECTORS

- (a. ~~The first Board of Directors of the ASSOCIATION, and succeeding Board of Directors, shall consist of five (5) persons. At least a majority of the Board of Directors shall be members of the ASSOCIATION, or shall be authorized representatives, officers or employees of a corporate member of the ASSOCIATION. So long as SLM DEVELOPMENT CORPORATION, a Florida corporation, herein called "DEVELOPER", is the owner of seven (7) or more PRIVATE DWELLINGS in the CONDOMINIUM, said DEVELOPER shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the ASSOCIATION; and so long as the said DEVELOPER is the owner of at least one, but not more than (7) PRIVATE DWELLINGS, said DEVELOPER shall have the right to designate and select one of the persons who shall serve as a member of each Board of Directors of the ASSOCIATION.~~)

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AS AMENDED AT ANNUAL MEETING ON MARCH 5, 1979, AND BY BALLOT VOTE COMPLETED ON MAY 1, 1995

- a. The First Board of Directors of the Association shall consist of three (3) persons. Succeeding Boards commencing March, 1979, shall consist of five (5) persons, who shall be members of the Association. Three (3) similar votes will be required to authorize the decisions and actions of five (5) member boards. (An existing Board of Directors may sanction the nomination of an incoming three (3) member board only if the nominating committee set up for that purpose so recommends to the Board based on a then current unavailability of five (5) qualified nominees.) Each year thereafter three (3) Board seats will be open for election. Those two nominees receiving the greatest number of votes will serve two-year terms. (And the remaining three will serve one-year terms on five-member boards.) In the event a tie must be broken the winning candidate will be drawn by lot.
- b. Election of Directors shall be conducted in the following manner:
 - (1) The members of the Board of Directors of the Association shall be elected by written ballot. Proxies shall not be used in electing the Board of Directors, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise.
 - (1) DEVELOPER shall, at the beginning of the election of the Board of Directors, designate and select that number of the members of the Board of Directors which it shall be entitled to designate and select in accordance with the provisions of these By-Laws and upon such designation and selection by DEVELOPER by written instrument presented to the Meeting at which such election is held, said individuals so designated and selected by DEVELOPER shall be deemed and considered for all purposes Directors of the ASSOCIATION, and shall thence forth perform the offices and duties of such Directors until their successors shall have been selected or elected in accordance with the provisions of these By-Laws.)
 - (2) All Members of the Board of Directors to be elected at the annual meeting of the Members of the Association (who DEVELOPER shall not be entitled to designate and select under the terms and provisions of these By-Laws) shall be elected by a plurality of the votes cast at the Annual Meeting. (of the Members of the ASSOCIATION immediately following the designation and selection of the members of the Board of Directors who DEVELOPER shall be entitled to designate and select.) A quorum is not required, however, at least 20 percent of the Members of the Association must cast a ballot in order to have a valid election of members of the Board of Directors. If a valid election is not had, the incumbent Board of Directors shall continue to serve until a valid election is had. Which additional elections shall be scheduled and noticed as set forth in parts (6), (7), (8) and (9) of this Section.
 - (3) Vacancies in the Board of Directors may be filled until the date of the next Annual Meeting by a majority vote of the remaining Directors, (except that should any vacancy in the Board of Directors be created in any directorship previously filled by any person designated and selected by DEVELOPER designating and selecting, by written instrument delivered to any Officer of the ASSOCIATION, the successor Director to fill the vacated directorship for the unexpired term thereof.) if the remaining Directors comprise at least a majority of the total Board seats. If less than a majority remain, the vacancies shall be filled in accordance with procedural rules of the division. The division rules provide procedures governing the recall election and operation of the association during the period after recall of Board members but prior to the recall election.

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- (4) At the annual meeting of the Members held after the property identified herein has been submitted to the Plan of Condominium Ownership and the Declaration of Condominium has been recorded in the Public Records of St. Lucie County, Florida, the term of office of the one (1) Director receiving the highest plurality of votes shall be established at two (2) years, and the term of office of the other two (2) Directors shall be established at one (1) year. Thereafter, As many Directors of the ASSOCIATION shall be elected at the Annual Meeting as there are regular terms of office of Directors expiring at such time; and the term of office of the Directors so elected at the Annual Meeting of the Members each year shall be for two (2) years expiring at the second Annual Meeting following their election, and thereafter until their successors are duly elected and qualified or until removed in the manner elsewhere provided or as may be provided by law. If at the time of the first Annual Meeting, DEVELOPER is the owner of seven (7) or more PRIVATE DWELLINGS, then DEVELOPER shall have the right to designate and select the Director whose term of office shall be established at two (2) years and one (1) of the Directors whose term of office shall be established at one (1) year; and should DEVELOPER at said time be the owner of at least one (1), but not more than seven (7) PRIVATE DWELLINGS, then DEVELOPER shall have the right to designate and select one (1) of the Directors whose term of office shall be established at one (1) year.)
- (4) Not less than 60 days before a scheduled election, the association, by the officer or officers designated in Section 3 subsection c of these by-laws, shall mail or deliver to each member a first notice of the date of the election.
- (5) In the election of Directors, there shall be appurtenant to each PRIVATE DWELLING as many votes for Directors as there are DIRECTORS to be elected, provided, however, that no member or owner of any PRIVATE DWELLING may cast more than one (1) vote for any person nominated as a Director, it being the intent hereof that voting for Directors shall be non-cumulative.
- (6) ~~In the event that DEVELOPER, in accordance with the privilege granted unto it, selects any person or persons to serve on any Board of Directors of the ASSOCIATION, the said DEVELOPER shall have the absolute right, at any time, in its sole discretion, to replace any such person or persons with another person or other persons to serve on said Board of Directors. Replacements of any person or persons designated by DEVELOPER to serve on any Board of Directors of the ASSOCIATION shall be made by written instrument delivered to any Officer of the ASSOCIATION which instrument shall specify the name or names of the person or persons designated as successor or successors to the persons so removed from said Board of Directors. The removal of any Director and the designation of his successor shall be effective immediately upon delivery of such written instrument by DEVELOPER to any officer of the ASSOCIATION. Whenever DEVELOPER'S right to designate and select a Director or Directors expires, the DEVELOPER shall forthwith cause any of its Director or Directors then serving to resign and the remaining Director or Directors shall immediately fill such vacancy or vacancies.)~~
- (6) Any member desiring to be a candidate for the Board of Directors must give written notice to the association not less than 40 days before a scheduled

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election.

- (7) The Board shall hold a meeting within 5 days after the deadline for candidates to provide notice to the association of intent to seek office. At this meeting the Board shall accept additional nominations. Members may nominate themselves or other members if the nominating member has written permission of the member nominated.
- (8) Not less than 30 days before the election the association shall mail or deliver to each member a second notice of the date of the election. A ballot, listing all candidates, shall be mailed or delivered with the second notice of election.
- (9) The association shall include with the second notice of election, candidate information sheets, no larger than 8 1/2 inches by 11 inches, when requested by a candidate, which information sheet shall be furnished by the candidate not less than 35 days before the election. The association shall pay the costs of mailing and copying the information sheet of each candidate.
- (10) An election and balloting are not required unless more candidates file notices of intent to run or are nominated then vacancies exist on the Board.
- c. The organization meeting of a newly elected Board of Directors shall be held within ten (10) days of their election, at such time and at such place as shall be fixed by the Directors at the meeting at which they were elected, notice shall be posted conspicuously on the condominium property at least 48 continuous hours preceding the meeting, which notice shall incorporate all proposed agenda items (and no further notice of the organization meeting shall be necessary provided a quorum shall be present.)
- d. Regular meeting of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, unless notice is waived and notice shall be posted conspicuously on the condominium property at least 48 continuous hours preceding the meeting, which notice shall incorporate all proposed agenda items. Provided that notices shall not be necessary for emergency meetings as declared by the Board of Directors.
- e. Special meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of one-third (1/3) of the votes of the Board. Not less than three (3) days' notice of a meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting and notice shall be posted conspicuously on the condominium property at least 48 continuous hours preceding the meeting, which notice shall incorporate all proposed agenda items.
- f. (1) Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.
 (2) However, written notice of any meeting at which non-emergency special assessments or amendment to rules regarding unit use will be considered, shall be mailed or delivered to each member and posted conspicuously on the condominium property not less than 14 days prior to the meeting.

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(3) An affidavit executed by the person providing the 14 day notice shall be filed among the official records of the Association.

(4) All notices of Board meetings shall be posted on the bulletin Board at the Recreation room in Building F.

(5) Notice of any meeting at which regular assessments will be considered shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

- g. A quorum at a Directors' meeting shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as specifically otherwise provided in the Articles of Incorporation, these By-Laws or the Declaration of Condominium. If any Directors' meeting cannot be organized because a quorum has not attended, or because the greater percentage of the Directors required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these By-Laws or the Declaration of Condominium, the Directors who are present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.
- h. The Presiding Officer of Directors' meeting shall be the Chairman of the Board, if such an Officer has been elected; and if none, then the President shall preside. In the absence of the Presiding Officer, the Directors present shall designate one of their number to preside.
- i. Directors' fees, if any, shall be determined by the membership of the ASSOCIATION.
- j. All of the powers and duties of the ASSOCIATION shall be exercised by the Board of Directors, including those existing under the Common Law and Statutes, the Articles of Incorporation of the ASSOCIATION, these By-Laws and the Declaration of Condominium. Such powers and duties shall be exercised in accordance with said Articles of Incorporation, these By-Laws and the Declaration of Condominium, and shall include, without limiting the generality of the foregoing, the following:
 - (1) To make, levy and collect assessments against members and members' PRIVATE DWELLINGS to defray the costs of the CONDOMINIUM, and to use the proceeds of said assessments in the exercise of the powers and duties granted unto the ASSOCIATION;
 - (2) The maintenance, repair, replacement, operation and management of the CONDOMINIUM wherever the same is required to be done and accomplished by the ASSOCIATION for the benefit of its members;
 - (3) The reconstruction of improvements after casualty and the further improvement of the property, real and personal. Notice shall be given by the Board of Directors of intended material alterations or additions to the common elements. Such notice shall be either mailed or presented personally to each member at least twenty-one days prior to the commencing of work. The proof of mailing or receipt requirements of paragraph 3C of the By-laws shall be followed.

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Work shall not proceed if the Board of Directors receives written notification of a majority of the membership (29) that the change is objectionable to them, prior to the commencing of work. The intended change may not be reintroduced for consideration for a period of at least ninety days, at which time proper notification will again be required.

Specifically excluded from this requirement are those items that are trivial in nature and all maintenance functions, i.e. restoration of existing facilities to a servicable and attractive condition;

- (4) To make and amend regulations governing the use of the property, real and personal, in the CONDOMINIUM, so long as such regulations or amendments thereto do not conflict with the restrictions and limitations which may be placed upon the use of such property under the terms of the Articles of Incorporation and Declaration of Condominium.
- (5) To approve or disapprove proposed purchasers and lessees of PRIVATE DWELLINGS in the manner which may be specified in the Declaration of Condominium; and to charge a reasonable, non-refundable fee to verify lease or sale application;
- (6) To acquire, operate, lease, manage and otherwise trade and deal with property, real and personal, including PRIVATE DWELLINGS in the CONDOMINIUM, as may be necessary or convenient in the operation and management of the CONDOMINIUM, and in accomplishing the purposes set forth in the Declaration of Condominium;
- (7) To contract for the paid management of the CONDOMINIUM and to ~~(designate)~~delegate to such contractor all of the powers and duties of the ASSOCIATION, except those which may be required by the Declaration of Condominium to have approval by the Board of Directors or membership of the ASSOCIATION. No contractor shall be employed who is a Director or who is related by blood or marriage to a Director.
- (8) To pay all taxes and assessments which are liens against any part of the CONDOMINIUM other than PRIVATE DWELLINGS and the appurtenances thereto, and to assess the same against the members and their respective PRIVATE DWELLINGS subject to such liens;
- (9) To carry insurance for the protection of the members and the ASSOCIATION against casualty and liability;
- (10) To pay all costs of power, water, sewer and other utility services rendered to the CONDOMINIUM and not billed to the owners of the separate PRIVATE DWELLINGS;
- (11) To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the ASSOCIATION; and
- (12) Pursuant to F.S. 718.112 (2)(a)(z.) The Board shall respond to member complaints filed by certified mail with the Board within 30 days of receipt of the complaint.
- (13) To assess, as provided by Section 718.303 subsection 3 Florida Statutes (1991), reasonable fines against a unit for failure of the owner of the unit, or it's occupant, licensee, or invitee or lessees to comply with any provisions of

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the Declaration of Condominium, the Association By-Laws or the Rules and Regulations of La Entrada Del Mar Association, Inc. after a hearing by the Board of Directors upon fourteen (14) days written notice to and opportunity for appearance by the unit owner and, if applicable, to its licensee or invitee. Notice by certified mail shall constitute proof of notice and shall include the following:

- (a) date, time and place of hearing
- (b) statement of the alleged violation
- (c) short and plain statement of the matters asserted by the Association

The amount of the fine shall not exceed one hundred dollars (\$100.00 for each violation and shall not become a lien against a unit, but shall be paid within ten (10) days from the date assessed. However a fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for a hearing, provided that no such fine shall in the aggregate exceed one thousand dollars (\$1,000.00)

The owner, occupant, licensee, invitee or lessees of a unit against which a fine has been properly assessed shall be sanctioned in that they shall not be permitted to use the pool, pool area, dock and recreation room if the fine is not paid within said ten (10) day period. Persons effected by the above sanction shall be notified at the time of notice of assessing the fine, that enforcement of said sanction shall occur ten (10) days from assessment. Such sanction shall remain in effect until such time as the fine is paid.

~~(k. The first Board of Directors of the ASSOCIATION shall be comprised of three (3) persons designated to act and serve as Directors in the Articles of Incorporation; which said persons shall serve until their successors are elected at the First Annual Meeting of the Members of the ASSOCIATION called after the property identified herein has been submitted to the Plan of Condominium Ownership and the Declaration of Condominium has been recorded in the Public Records of St. Lucie County, Florida. Should any member of said first Board of Directors be unable to serve for any reason a majority of the remaining members of the Board of Directors shall have the right to select and designate a party to act and serve as a Director for the unexpired term of said Director who is unable to serve.)~~

~~(l. The undertakings and contracts authorized by said first Board of Directors shall be binding upon the ASSOCIATION in the same manner as though such undertakings and contracts had been authorized by the first Board of Directors duly elected by the membership after the property identified herein has been submitted to the Plan of Condominium Ownership and said Declaration of Condominium has been recorded in St. Lucie County Public Records, so long as any undertakings and contracts are within the scope of the powers and duties which may be exercised by the Board of Directors of the ASSOCIATION in accordance with all applicable condominium documents.)~~

~~(m.)~~ k. Any one or more of the members of the Board of Directors of the ASSOCIATION may be removed either with or without cause, at any time by an agreement in writing or a vote by a majority of the members owning two-thirds (2/3) of the total number of PRIVATE DWELLINGS, (at any Special Meeting called for such purpose, or at the Annual Meeting; provided, however, that only DEVELOPER shall have the right to remove a Director appointed by it.) A special meeting of the members of the Association to recall a member or members of the Board of Directors may be called

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by 10 percent of the voting interests giving notice of the meeting as required for member meetings, which notice shall state the purpose of the meeting.

(1) If the recall is approved by a majority of all voting interests by a vote at a meeting, the recall will be effective immediately, and the recalled member or members of the Board of Directors shall surrender to the Board any and all records of the association in their possession within 72 hours after the meeting.

(2) If the recall is by an agreement in writing by a majority of all voting interests, the agreement in writing shall be served on the association by certified mail. The Board of Directors shall call a meeting of the Board within 72 hours after receipt of the agreement in writing and shall either certify the written agreement to recall the member or members of the Board, in which case the recall is effective immediately and the recalled members shall surrender to the Board within 72 hours any and all records of the association in their possession; or the Board shall proceed as described in (3) below.

(3) If the Board determines not to certify the written agreement to recall a member or members of the Board, or if the recall by a vote at a member's meeting is disputed, the Board shall, within 72 hours of receipt of the written agreement to recall or the membership vote to recall, file a petition for binding arbitration with the division pursuant to the procedures in F.S. 718.1255.

(n)l. Meetings of the Board of Directors and any committee thereof at which a quorum of the members of that committee is present shall be open to all members of the Association.

(o)m. All members of the Association have the right to speak at such meetings with reference to all designated agenda items.

(p)n. Any member may tape record or videotape Meetings of the Board of Directors and Committees thereof subject to the rules of the Division of Florida Land Sales, Condominiums, and Mobile Homes of the Department of Business Regulations.

5. OFFICERS

- a. The executive officers of the ASSOCIATION shall be a President who shall be a Director, a Vice-President, who shall be a Director, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the Directors at any meeting. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors shall from time to time ~~(elect)~~appoint such other ~~(officers)~~persons and designate their powers and duties as the Board shall find to be required to manage the affairs of the ASSOCIATION.
- b. The President shall be the chief executive officer of the ASSOCIATION. He shall have all of the powers and duties which are usually vested in the office of President of an association, including but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the ASSOCIATION.
- c. The Vice-President shall, in the absence or disability of the President, exercise the power and perform the duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties

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as shall be prescribed by the Directors.

- d. The Secretary shall keep the Minutes of all proceedings of the Directors and the Members. He shall attend to the giving and serving of all notices to the Members and Directors, and such other notices required by law. He shall have custody of the seal of the ASSOCIATION and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the ASSOCIATION, in the office of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the Directors or President. The Assistant Secretary shall perform the duties of Secretary when the Secretary is absent.
- e. The Treasurer shall have custody of all of the property of the ASSOCIATION, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the members and the books of the ASSOCIATION in accordance with good accounting practices, and he shall perform all other duties incident to the office of Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors. All monthly assessments collected shall be posted to the appropriate member and association records accounts and shall be deposited into the appropriate deposit accounts within 7 days of receipt thereof.
- f. The compensation of all officers and employees of the ASSOCIATION shall be fixed by the Directors. This provision shall not (~~preclude~~)authorize the Board of Directors (~~from employing~~)to employ a Director as an employee of the ASSOCIATION, nor (~~preclude~~)authorize their contracting with a Director for the management of the CONDOMINIUM.
- g. All officers and employees shall serve at the pleasure of the Board of Directors and any Officer may be removed from office at any time, with or without cause, by a majority vote of the Board of Directors.

6. FISCAL MANAGEMENT

The provisions for fiscal management of the ASSOCIATION set forth in the Declaration of Condominium and Articles of Incorporation shall be supplemented by the following provisions:

- a. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each PRIVATE DWELLING. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and the balance due upon assessments.
- b. The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the costs of performing the functions of the ASSOCIATION, including but not limited to the following:
 - (1) Common expense budget, which shall include, without limiting the generality of the foregoing, the estimated amounts necessary for maintenance and operation of COMMON PROPERTY, including pool, dock, landscaping, street and walkways, office expense, legal expense, accounting expense, management, utility services, casualty

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insurance, liability insurance, administrations, fidelity bonding, reserves (operating and replacement) and costs of maintaining leaseholds, membership and other possessory or use interests in lands or facilities to provide enjoyment, recreation, or other use or benefit to owners of PRIVATE DWELLINGS; and

- (2) Proposed assessment against each member. Which assessments, subsequent to adoption by the Board of Directors, shall be paid by each member, to the Treasurer, on or before the 15th day of each month.

Copies of the proposed budget and proposed assessments shall be transmitted to each member together with Notice of the budget meeting. (~~on or before January 1 of the year for which the budget is made.~~) If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each member, (~~concerned.~~) In either event copies and notice will be provided not less than 14 days prior to the meeting of the Board of Directors which will consider the budget or amended budget. Nondelivery of a copy of any budget or amended budget to each member shall not affect the liability of any member for any such assessment, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors to at any time in their sole discretion levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies. If an adopted budget requires assessments against members in any year which exceed 115 percent of the assessments for the preceding year, as set forth in F.S. 718.112(2)(e), the Board, upon written application of 10 percent of the voting interests of the Association, shall call a special meeting of the members within 30 days upon not less than 10 days' written notice to each member. The members shall consider and enact a budget, which budget adoption shall require a vote of not less than a majority vote of all voting interests. If a meeting of the members is called and a quorum is not attained or a substitute budget is not adopted by the members, the budget adopted by the Board of Directors shall go into effect as scheduled.

- c. The depository of the ASSOCIATION shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the ASSOCIATION shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.
- d. By a Board of Directors Resolution, either an audit or a review of the accounts of the ASSOCIATION shall be made annually by a Certified Public Accountant, and a copy of the report shall be furnished to each member and to the Division of Florida Land Sales, Condominiums, and Mobile Homes of the Department of Business Regulation not later than April 1, of the year following for which the report is made. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classificatins, including, if applicable, but not limited to, the following:
- (1) Costs for security;
 - (2) Professional and management fees and expenses;
 - (3) Taxes;
 - (4) Costs for recreation facilities;

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- (5) Expenses for refuse collection and utility services;
- (6) Expenses for lawn care;
- (7) Costs for building maintenance and repair;
- (8) Insurance Costs;
- (9) Administrative and salary expenses; and
- (10) General reserves, maintenance reserves and depreciation reserves.

- e. The Board shall obtain and maintain adequate fidelity bonding of all persons who control or disburse funds of the Association pursuant to F.S. 718.1122 (2)(i) as now written and as may be amended from time to time. (Fidelity bonds shall be required by the Board of Directors from all officers and employees of the ASSOCIATION and from any contractor handling or responsible for the ASSOCIATION funds. The amount of such bonds shall be determined by the Directors, but shall be at least the amount of the total annual assessments against members for common expenses.) The premiums on such bonds shall be paid by the ASSOCIATION.

- f. Reserve funds and operating funds must be kept in separate accounts.

7. PARLIAMENTARY RULES

Roberts Rules of Order (latest ~~(edition)~~revision) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and these By-Laws or with the Statutes of the State of Florida.

8. AMENDMENTS TO BY-LAWS

Amendments to these By-Laws shall be proposed and adopted in the following manner:

- a. Amendments to these By-Laws may be proposed by the Board of Directors of the ASSOCIATION acting upon vote of the majority of the Directors, or by members of the ASSOCIATION owning a majority of the PRIVATE DWELLINGS in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them.
- b. Upon any amendment or amendments to these By-Laws being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the ASSOCIATION, or other officer of the ASSOCIATION in the absence of the President, who shall thereupon call a Special Joint Meeting of the members of the Board of Directors of the ASSOCIATION and of the membership for a date not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting in the same form and in the same manner as notice of the call of Special Meeting of the members is required as herein set forth.
- c. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the total number of PRIVATE DWELLINGS in the CONDOMINIUM. Thereupon such amendment or amendments to these By-Laws shall be transcribed, certified by the President and Secretary of the ASSOCIATION, and a copy thereof shall be recorded in the Public Records of St. Lucie County, Florida, within ten (10) days after the date on which any amendment or amendments have been affirmatively approved by the

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Members.

- d. At any meeting held to consider such amendment or amendments to the By-Laws, the written vote of any member of the ASSOCIATION shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the ASSOCIATION at or prior to such meeting.
- e. In the event that the members owning the number of PRIVATE DWELLINGS in the Condominium necessary to pass any amendments to these By-Laws shall execute any instrument amending these By-Laws, the same shall be and constitute an amendment hereto in the same manner as though such amendment had been duly passed at a meeting held to consider the same, and it shall not be necessary for the meeting otherwise prescribed above to be held, and a copy of such amendment or amendments to the By-Laws, bearing the signature of the member or members, and certified by the President and Secretary of the ASSOCIATION as being the amendment or amendments so adopted by the members, and that the persons signing the same are in fact members of the ASSOCIATION owning the PRIVATE DWELLINGS identified therein, shall be recorded in the Public Records of St. Lucie County, Florida, within ten (10) days from the date on which such amendment or amendments have been approved.
- (f. Notwithstanding the foregoing provisions of this Article no amendment to these By-Laws which shall abridge, amend or alter the right of DEVELOPER to designate and select members of each Board of Directors of the ASSOCIATION, as provided in Article 4 hereof, may be adopted or become effective without the prior written consent of DEVELOPER. Should the number of members of the Board of Directors be changed by the Membership, the right of the DEVELOPER to select and designate a majority of the members of the Board of Directors while DEVELOPER owns seven (7) or more PRIVATE DWELLINGS shall be adjusted so as to give effect to the original intent established herein concerning Directors.)

The foregoing were adopted as the Amended By-Laws of LA ENTRADA DEL MAR ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at a joint (the first) meeting of the Board of Directors and the membership on the 1st day of May, 1995.

APPROVED:

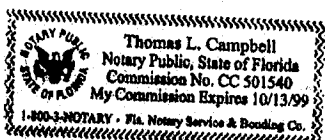
Kenneth L. Spiers
PRESIDENT

[Signature]
SECRETARY

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 20 day of October, 1998, by KENNETH SPIERS and MICHAEL BRENNAN who are personally known to me and who did take an oath.

[Notary Seal]



NOTE: *see Thomas L. Campbell*
OR BOOK *TT* Notary Public, State of Florida
Printed Name: THOMAS L. CAMPBELL
My Commission Expires: 10/13/99

**AMENDMENT TO BY-LAWS OF
LA ENTRADA DEL MAR ASSOCIATION, INC.**

La Entrada Del Mar Association, Inc., a Florida not for profit corporation, pursuant to the Declaration of Condominium of La Entrada Del Mar, a Condominium, as recorded in official Record Book 220, Page 1747, and rerecorded in official Record Book 220, Page 2192, of the Public Records of St. Lucie County, Florida, the By-Laws of La Entrada Del Mar Association, Inc. and Florida Law, hereby amends said By-Laws as set forth below:

2. MEMBERSHIP, VOTING, QUORUM, PROXIES

- g. No more than two (2) parties shall simultaneously hold fee title to a PRIVATE DWELLING in the CONDOMINIUM. Husband and Wife shall be considered one (1) party regarding this paragraph 2.g.
- h. The PRIVATE DWELLINGS in the CONDOMINIUM are single family dwellings, multiple family habitation of a PRIVATE DWELLING in the CONDOMINIUM is not permitted.

All other provisions, terms and conditions of the By-Laws, as amended, shall remain in full force and effect and unchanged by this Amendment.

IN WITNESS WHEREOF the above Association has caused these presents to be signed and sealed this 20 day of October, 1998.

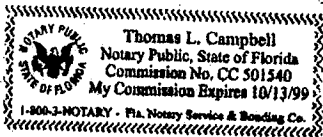
Kenneth L. Spier
PRESIDENT

[Signature]
SECRETARY

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 20 day of October, 1998,
by KENNETH SPIERS and MICHAEL BRENNAN who are personally known
to me and who did take an oath.

[Notary Seal]



BOOK 5083
OR BOOK 1179
PAGE 2083

Thomas L. Campbell
Notary Public, State of Florida
Printed Name: THOMAS L. CAMPBELL
My Commission Expires: 10/13/99