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CERTIFICATE OF AMENDMENT
THE BY-LAWS OF BAY HARBOR CLUB OF BONITA
BEACH CONDOMINIUM ASSOCIATION, INC.

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THE UNDERSIGNED, being the duly elected and acting President and Secretary, respectively, of BAY HARBOR CLUB OF BONITA BEACH CONDOMINIUM ASSOCIATION, INC., do hereby certify that at a duly called meeting of the Board of Directors, where a quorum was present, the resolution set forth below was approved. Thereupon, at the regular meeting of the members held on December 29, 1991, where a quorum was present, after due notice, the resolution set forth below was approved and adopted by the votes indicated for the purposes of amending the By-Laws of BAY HARBOR CLUB OF BONITA BEACH CONDOMINIUM ASSOCIATION, INC. The original condominium documents are recorded in O.R. Book 1696, pages 227 through 322, Public Records of Lee County.

RECORDED VERIFIED - CAPITAL GAIN, CLEA
BY T.R. BATTLE, D.C.

The following resolution was approved by at least 66-2/3% of the membership of the Board of Directors and at least 66-2/3% of the votes of the membership of the Association.

RESOLVED: That the By-Laws of this corporation be and is hereby amended, and the amendments are adopted in the form attached hereto as Exhibit "A" and made a part hereof; and it is further

RESOLVED: That the officers and Directors are hereby instructed and authorized to execute the aforementioned documents and cause them to be filed of public record, together with a Certificate of Amendment as required by law.

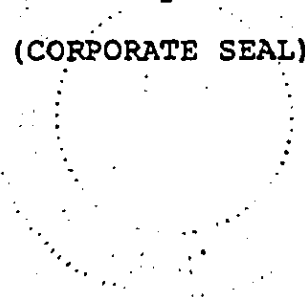
JAN 27, 1992
Date

BAY HARBOR CLUB OF BONITA BEACH
CONDOMINIUM ASSOCIATION, INC.
a Florida corporation

By: *Ray A. Hunter*
President

Attest:
Judith A. Eats
Secretary

(CORPORATE SEAL)



AFTER RECORDING RETURN TO:
LAW OFFICES
PARKS AND RANKIN
865 Fifth Avenue South
Naples, Florida 33940

STATE OF FLORIDA ^{RGD}
COUNTY OF COLLIER ^{LEE}

The foregoing instrument was acknowledged before me this 27 day of JANUARY, 1992 by RAY E. WHEATON, as President of BAY HARBOR CLUB OF BONITA BEACH CONDOMINIUM ASSOCIATION, INC., on behalf of the Association, who is personally known to me or who has produced _____ as identification and who did _____ take an oath.

Richard J. Glueckert
NOTARY PUBLIC
My Commission Expires: 7/1/94
Richard J. Glueckert

STATE OF FLORIDA ^{AM}
COUNTY OF COLLIER ^{Lee}

The foregoing instrument was acknowledged before me this 27 day of JANUARY, 1992 by JUDITH N. EATON, as Secretary of BAY HARBOR CLUB OF BONITA BEACH CONDOMINIUM ASSOCIATION, INC., on behalf of the Association, who is personally known to me or who has produced _____ as identification and who did _____ take an oath.

Richard J. Glueckert
NOTARY PUBLIC
My Commission Expires: 7/1/94
Richard J. Glueckert

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AMENDMENT TO THE BY-LAWS
OF BAY HARBOR CLUB OF BONITA BEACH CONDOMINIUM ASSOCIATION, INC.

EXHIBIT "A"

The By-Laws of BAY HARBOR CLUB OF BONITA BEACH CONDOMINIUM ASSOCIATION, INC., shall be amended as shown below:

NOTE: New language is underlined; language being deleted is shown in ~~struck-through~~ type.

Paragraph 2, subparagraph (.3) of the By-Laws shall be amended as follows:

2. MEMBERS' MEETINGS

(.3) NOTICE OF MEMBERS' MEETINGS - Notice of the annual meeting shall be sent to each unit owner by United States mail at least fourteen (14) days prior to the annual meeting. A post office certificate of mailing shall be obtained and retained as proof of such mailing. Written notice of the meeting shall also be posted in a conspicuous place on the condominium property at least fourteen (14) days prior to the annual meeting.

The Board of Administration shall also mail a meeting notice and copies of the proposed annual budget of common expenses to the unit owners not less than thirty (30) days prior to the meeting at which the budget will be considered.

~~Notice of a special meeting to elect a Director or Directors from the unit owners other than the Developer is specified in By-Laws 3(-2)(d).~~

Notice of a special meeting called by the Board at the written request of ten (10%) percent of the owners because of a budget exceeding 115% of that of the preceding year requires not less than ten (10) days' written notice to each unit owner.

Notice of other special meetings not covered above shall be in writing and mailed to each member first class, postage pre-paid not less than ten (10) days prior to the meeting. However, unit owners may waive notice of specific meetings and may take action by written agreement without meetings where it is in the best interest of the condominium to do so.

All notice of meetings shall state clearly and particularly the purpose or purposes of the meeting.

Paragraph 3 of the By-Laws shall be amended as follows:

3. BOARD OF DIRECTORS

(.1) MEMBERSHIP - The affairs of the Association shall be managed initially by a Board of ~~three~~ seven (7) Directors ~~selected by the Developer. Boards selected subsequent to the time members other than the Developer are entitled to elect a majority of the Directors shall be composed of not more than nine~~ (9) Directors that the Owners may decide. ~~Other than Directors selected by the Developer each Director shall be a person entitled to cast a vote in the meetings of the Association. The Developer shall be entitled to select at least one Director, as long as it holds at least five~~ (50) percent of the units that will ultimately be operated by the Association for sale in the ordinary course of business.

(.2) DESIGNATION OF DIRECTORS shall be in the following manner:

(a) Members of the Board of Directors ~~except those selected by the Developer~~ shall be elected by a majority of those present and voting at the annual meeting of the members of the Association or at a special meeting called for pursuant to Paragraph 3 (.2) (d) under Florida Statute 718.301.

(b) Except as to vacancies provided by removal of Directors by members, vacancies in the Board of directors occurring between annual meetings of members shall be filled by a majority vote of the remaining Directors.

(c) Any Director ~~except those selected by the Developer,~~ may be removed with or without cause by concurrence of a majority of the members of the Association, either by written agreement or at a special meeting of the members called for that purpose either by a majority of the Board of Directors or by ten (10%) percent of the members. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

~~(d) (i) When unit owners other than the developer own fifteen percent (15%) or more of the units that will be operated ultimately by the Association, the unit owners other than the Developer shall be entitled to elect not~~

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~~less than one third of the members of the Board of Directors of the Association. Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers, or three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers, or when all of the units that will be operated ultimately by the Association have been completed, some of them have been sold, and none of the others are being offered for sale by the Developer in the ordinary course of business, or when some of the units have been conveyed to purchasers and none of the other are being constructed or offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer is entitled to elect at least one member of the board of Directors as long as the developer holds for sale in the ordinary course of business at least five percent (5%) of the units in the condominium operated by the Association.~~

~~----- (ii) Within sixty (60) days after unit owners other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call and give not less than thirty (30) nor more than forty (40) days' notice of a meeting of the unit owners for this purpose.~~

~~----- (iii) Prior to or not more than sixty (60) days after unit owners other than the Developer elect a majority of the members of the Board of Directors of the Association, the Developer shall relinquish control of the Association and shall deliver to the Association all property of the unit owners and of the Association held by or controlled by the Developer, as specified in Florida Statute 718.301.~~

(.3) THE TERM OF EACH DIRECTOR'S SERVICE shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided. Provided however, that in order to provide a continuity of experience, the members at the first annual meeting after the Developer has relinquished control of the Association may vote to give up to one-third of the Board members terms of one year, the second third of the Board members terms of two years and the remaining BOARD members terms of three years so that a system of staggered terms will be initiated.

(.4) THE ORGANIZATION MEETING of the newly elected Board of Directors shall be held at such place and time as shall be fixed by the Directors, provided a quorum shall be present.

(.5) REGULAR MEETINGS OF THE BOARD OF DIRECTORS may be held at such time and place as shall be determined from time to time, by a majority of the Directors, but not less than quarterly. Notice of regular meetings shall be given to each Director personally or by mail, telephone or telegraph, at least seven (7) days prior to the day named for such meeting.

(.6) 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 of the Directors. Not less than seven (7) days' notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting, except in an emergency.

(.7) WAIVER OF NOTICE - Any Director may waive notice of a meeting before, at or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

(.8) MEETINGS OF THE BOARD OF DIRECTORS shall be open to all unit owners to attend and listen ~~but not~~ and to be heard or and participate as provided for by law (unless a majority of the Directors consent thereto) and notice of meetings shall be posted conspicuously on the condominium property forty-eight (48) hours in advance for the attention of unit owners except in an emergency.

(.9) A QUORUM AT DIRECTORS' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the board. If at any meeting of the board there be less than a quorum present, the majority of those 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

(.10) THE PRESIDING OFFICER at Director's meeting shall be the President of the board if such an officer has been elected; and if none, then the Vice-President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

(.11) DIRECTORS SHALL SERVE WITHOUT PAY, but shall be entitled to reimbursement for expenses reasonably incurred.

Paragraph 4, Subparagraph (.7) of the By-Laws shall be amended as follows:

(.7) TO ENFORCE by legal means the provisions of applicable laws, the condominium documents, the By-Laws of the

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Association, and the regulations for the use of the property in the condominium and to ~~assess-reasonable~~ adjudicate penalties and fines as against unit owners for violation of the By-Laws and the Rules and Regulations as promulgated by the Board of Directors as set forth in Article 10 of the Declaration of Condominium.

Paragraph 7, Subparagraph (.6)(a) of the By-Laws shall be amended as follows:

(a) THE UNIT, and all appurtenances thereto when a notice claiming the lien has been recorded by the Association in accordance with the requirement of Florida Statute 718.116. Such lien shall be subordinate to any prior recorded institutional mortgage on the unit.

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CHARLIE GREEN LEE CITY FL
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