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 Palm Beach County, Florida

**CERTIFICATE OF AMENDMENT
 TO THE BY-LAWS OF BOCA ISLES SOUTH
 PROPERTY OWNERS ASSOCIATION, INC.**

I HEREBY CERTIFY that the amendments attached as Exhibit "A" to this Certificate were duly adopted as amendments to the By-Laws of Boca Isles South Property Owners Association, Inc. and Declaration of Restrictive Covenants Boca Isles South. The original By-Laws of Boca Isles South Property Owners Association, Inc., are recorded in Official Records Book 8343, at Page 99, in the Public Records of Palm Beach County, Florida. The original Declaration of Restrictive Covenants Boca Isles South is recorded in Official Records Book 8343, at Page 44, in the Public Records of Palm Beach County, Florida.

DATED this 20th day of December, 2002.

WITNESSES:

Margorie Forgiione
 Signature

MARGORIE FORGIONE
 Print Name

Frank Pesce
 Signature

FRANK PESCE
 Print Name

**BOCA ISLES SOUTH PROPERTY
 OWNERS ASSOCIATION, INC.**

By: Robert Wyman
 Robert Wyman, President

By: Neil Cohen
 Neil Cohen, Secretary

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

The foregoing instrument was acknowledged before me this 20th day of December 2002, by Robert Wyman, as President, and Neil Cohen, as Secretary, of Boca Isles South Property Owners Association, Inc., who are Personally Known ☒ or Produced Identification ☐.

Type of Identification Produced: _____

(SEAL)

Debra A. Roeser
 NOTARY PUBLIC, State of Florida
 At Large

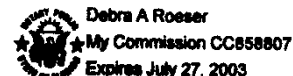


Exhibit "A"

AMENDED AND RESTATED
BYLAWS
OF
BOCA ISLES SOUTH PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is **BOCA ISLES SOUTH PROPERTY OWNERS ASSOCIATION, INC.** ("Association"). The principal office of the corporation shall be located at 19951 Ocean Key Drive, Boca Raton, Florida 33498.

ARTICLE II
DEFINITIONS

The definitions contained in the Declaration of Restrictive Covenants ("Declaration") relating to the Community known as Boca Isles South, recorded, or to be 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. Except as set forth to the contrary, the annual meeting shall be held at least once each calendar year on a date, at a time and at a place to be determined by the Board.

Section 2. Special Meetings. Special meetings may be called at any time by the President, the Board, or upon written request of unit owners holding twenty-five percent (25%percent) of the votes in the Association.

Section 3. Notice of Meetings. Written notice of each meeting shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. Except in the case of an emergency, a copy of the notice shall be mailed to each member entitled to vote, postage prepaid, not less than ten (10) days before the meeting. In the case of an emergency, two (2) days' notice will be deemed sufficient. The notice shall be addressed to the member's address last appearing on the books of the Association. The 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, by person or proxy, at the meeting, of members entitled to cast thirty percent (30%) of the votes of the Association which are entitled to vote on the matters to be considered at that meeting, shall constitute a quorum for any action, except as otherwise provided in the Articles, the Declaration, or these By Laws. If, however, a quorum shall not be

present at any meeting, the members present shall have power to adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies. At all meetings, each member entitled to vote may vote in person or by proxy. All proxies shall comply with the provisions of F.S.720. and shall be in writing and filed with the Secretary at, or prior to, the meeting. Every proxy shall be revocable prior to the meeting for which it is given.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board consisting of seven (7) members

Section 2. Qualifications. A Director must be a member in good standing. His/her name must appear as owner or co-owner on the recorded deed to the property, or be a designated trustee of a regular or irrevocable trust. Tenants, and leaseholders are not eligible to serve on the Board.

Section 3. Term of Office. In order to insure that there will at all times be a rotation of Directors the association, commencing, retroactively, to the Annual meeting and Election of January, 2002 for which four (4) Members were successfully elected to the Board of Directors of the association, the Three (3) members who received the most votes are to be elected for a three year term and the member elected who received the lowest number of votes shall be elected for a one (1) year term. In the year of 2003, at the annual meeting there shall be one (1) Board of Director position to be filled by election for a period of a Two (2) year term. In the year 2004, at the annual meeting there shall be Three (3) Board of Director position available to be filled by election for the term of Two (2) years. Thereafter at each annual election meeting and for so long as the Association shall be in existence, the elective term for each position of a Board of Director of the Association shall be for a term of Two (2) years.

Section 4. Removal. The Board shall be authorized to remove a Director who fails to attend more than three (3) consecutive regular monthly Board meetings without just cause, or of one who fails to attend a total of six (6) Board meetings in a twelve (12) calendar month period. In determining the number of meetings missed, special meetings or work shop meetings shall not be included. The Board, shall have the obligation to remove a Director who commits illegal or immoral acts in his/her capacity as Director. Just cause shall be determined in the sole discretion of the remaining Directors.

Section 5. Compensation. No Director shall receive compensation for any service rendered, as a Director, to the Association. However, any Director may be reimbursed for actual expenses incurred as Director, in fulfilling activities in behalf of the Association.

Section 6. Board Action; Board action taken without a Meeting. The Board shall have the right to take any authorized action without a meeting by obtaining the unanimous written approval of the Directors. Any action so approved shall have the same force as though the action had been taken at a meeting of the Board.

Section 7. Election of Directors. The election of Directors shall be held at the annual meeting, as provided in the Articles. Commencing with the annual meeting election to be held in the year 2004, three (3) members shall be elected for a two (2) year term and the year thereafter; the remaining four (4) Directors shall be elected for a two (2) year term.

Section 8. Interim appointments. In the event of an interim appointment by the Board of Directors to fill the vacancy created by the resignation, disqualification or removal of a Director, the appointment of the replacement Director shall be for the remaining previous Director's elected term.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

The nomination and election of Directors shall be conducted as follows:

Section 1. Qualification. All Boca Isles South homeowners whose name appears as owner, co-owner or a designated trustee of an irrevocable or regular trust on the deed are qualified to vote at the Association's annual meetings. While any owner or co-owner may vote, only one vote may be cast per homesite. Tenants and leaseholders are not qualified under this section.

Section 2. Nomination. Any homeowner who in accordance with Section 1 above qualifies, may nominate themselves and or any individual for election as Director. To be elected, the individual must meet the criteria in Article IV Section 2.

Section 3. Election. Election to the Board shall be by secret written ballot, unless waived unanimously by all homeowners present at the meeting. Only qualified homeowners as defined in Section 1 above shall have the right to vote. Qualified homeowners may choose to vote by limited proxy. The individual(s) who receive the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held, unless waived, not less than once monthly but at no time less than once a quarter. Meetings shall be held 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 shall be held when called by the President, or by any two (2) Directors. Each Director shall be given not less than two (2) days' notice except in the event of an emergency making such notice imprudent. Notice may be waived. Attendance shall be a waiver of notice. Telephone conference meetings are permitted.

Section 3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting, at which a quorum is present, or in writing in lieu thereof, shall be action of the Board.

Section 4. Open Meetings. Meetings of the Board shall be open to all members. Notices of meetings of the Board shall be posted in a conspicuous place in the Common Area (or in the

Club) at least 48 hours in advance, except in an emergency. Notices of any meetings of the Board at which Assessments against Homesites are to be established shall specifically contain a statement that Assessments shall be considered and a statement of the nature of such Assessments.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD

Section 1. Powers. The Board shall, subject to the limitations and reservations set forth in the Declaration and Articles, have the powers reasonably necessary to manage, operate, maintain and discharge the duties of the Association, including, but not limited to, cause the Association to do the following:

(a) Exercise all powers, duties and authority vested in or delegated to the Association by law and in these Bylaws, the Articles and the Declaration, including without limitation, to adopt budgets and levy assessments. However, as a condition prior to the Association imposing any Special assessment for new Capital Improvements contemplated under ARTICLE XI, Section 1 (b) of the Declaration, the Association shall be required to obtain the affirmative vote of its Members for such proposed special assessment if the total exceeds FIVE (5%) percent of the annual budget.

(b) Adopt, publish, promulgate and enforce rules and regulations governing the use of the Property by the members, tenants and their guests and invitees, and to establish penalties and/or fines for the infraction thereof;

(c) Suspend the voting rights and right of use of the Common Area of a member, tenants and their guests and invitees during any period in which such member shall be in default in the payment of any Assessment or charges levied, or collected, by the Association; suspensions may include deactivation of access codes to the common area facilities and/or resident entrance.

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

(e) Employ, on behalf of the Association, managers, independent contractors, or such other employees as it deems necessary, prescribe their duties and delegate to such manager, contractor, etc. any or all of the duties and functions of the Association and/or its officers;

(f) Acquire, sell, operate, lease, manage and otherwise trade and deal with property, real and personal, including the Common Area, and with any other matters involving the Association or its members, on behalf of the Association or the discharge of its duties, as may be necessary or convenient for the operation and management of the Association and in accomplishing the purposes set forth in the Declaration;

(g) Grant licenses, easements, permits, leases, or privileges to any individual or entity, including

(h) non-Homesite owners, which affect Common Areas or the Property and to alter, add to relocate or improve the Property.

(i) The Association may suspend, for a reasonable period time, the rights of a member or a member's tenants, guests, or invitees, or both, to use Common Areas and facilities and may levy reasonable fees, not to exceed One Hundred Dollars (\$100.00) per violation, against any member or any tenant, guest, or invitee. A fine may be levied on the basis of each day of a continuing violation with a single notice and opportunity for a hearing, except that no such fine shall exceed One Thousand Dollars (\$1,000.00). Suspensions may include deactivation of access codes to the Common Area facilities and/or resident entrance.

Section 2. Vote. The Board shall exercise all powers so granted except where the Declaration, Articles or these Bylaws specifically require a vote of the members.

ARTICLE VIII OBLIGATIONS OF ASSOCIATION

The Association, subject to the provisions of the Declaration, Articles and these ByLaws, shall discharge such duties as necessary to operate the Association and pursuant to the Declaration, including, but not limited to, the following:

- (a) Maintain and make available all official records of the Association as required by the provisions of F.S. 720.;
- (b) Supervise the performance of all officers, agents and employees of the Association;
- (c) Fix and collect the amount of the annual and other Assessments and/or, where appropriate, charges against, or due from, each Owner including, but not limited to, fines, lien enforcement, and other necessary legal proceedings, and pay, or cause to be paid, all obligations of the Association or where the Association has agreed to do so, of the Members;
- (d) Issue, or to cause an appropriate officer or agent to issue, upon demand by any person, a certificate setting forth whether or not Assessments and/or charges owed by an Owner have been paid. A reasonable charge may be made by for the issuance of the certificate. If the certificate states that Assessments and/or charges have been paid, such certificate shall, as against other than the Owner, be conclusive evidence of such payment;
- (e) Procure and maintain bonds, liability, hazard, property and/or casualty insurance, as required;
- (f) Administer the reconstruction after casualty of improvements on the Common Areas, as required;
- (g) Operate, maintain, repair and replace the Common areas as required;
- (h) Enforce the provisions of the Declaration, Articles, these Bylaws, and the Rules and Regulations.

ARTICLE IX
OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election of Officers. Except as set forth below, the election of officers shall be by the Board and shall take place at the first meeting of the Board following each annual meeting of the Association.

Section 3. Term. The officers named in the Articles shall serve until their replacement by the Board. The officers of the Association shall hold office until their successors are appointed or elected unless such officer shall sooner resign, be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. 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. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

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

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except in the case of special offices created pursuant to Section 4 of this Article.

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

PRESIDENT

The President shall preside at all meetings of the Association and Board, sign all leases, mortgages, deeds and other written instruments and perform such other duties as may be required by the Board. The President shall be a member of the Board.

**VICE
PRESIDENT**

The Vice President shall act in the place and stead of the President in the event of the absence, inability or refusal to act of the President, and perform such other duties as may be required by the Board.

SECRETARY

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

TREASURER

The Treasurer shall cause to be received and deposited in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board; sign, or cause to be signed, all checks, and promissory notes of the Association; cause to be kept proper books of account and accounting records required pursuant to the provisions of F.S. 720; cause an annual budget and a statement of income and expenditures to be prepared and presented to the membership at the annual meeting; and perform such other duties as required by the Board.

ARTICLE X **COMMITTEES**

Section 1. General. The Board may create a committee and appoint a chair person to each such committees as the Board may deem appropriate. Committee chairs shall appoint committee members. The Board, by majority vote of the entire Board, may remove without cause any committee chairperson and with cause for any committee member.

Section 2. Fining Committee. In addition to any other committees which may be established by the Board pursuant to Section 1 of this Article, the Board may appoint a Fining Committee to act, in accordance with the provisions of the Declaration and these Bylaws, as the hearing tribunal of the Association, relating to fines and suspensions.

Section 3. A.C.C. The Board shall appoint the members of the A.C.C. As provided under the Declaration, the Association shall have the authority and standing to seek enforcement in courts of competent jurisdiction of any decisions of the A.C.C.

ARTICLE XI **RECORDS**

The official records of the Association shall be available for inspection by any member at the principal office of the Association. Copies may be purchased, by a member, at a reasonable cost.

ARTICLE XII **CORPORATE SEAL**

The Association shall have an impression seal in circular form.

ARTICLE XIII
AMENDMENTS

Section 1. Procedure. These By Laws may be amended, altered or rescinded at a regular or special meeting of the Board members, as appropriate. In order for an amendment to become effective, it must be approved at a duly called meeting by the affirmative vote of a majority of the Board and by sixty six (66%) percent of the votes of the unit owners, present in person or by proxy at a duly called meeting at which a quorum is in attendance.

Section 2. Conflict. In the case of any conflict between the Articles and these By Laws, the Articles shall control. In the case of any conflict between the Declaration and these By Laws, the Declaration shall control. In the case of any conflict between these Bylaws, the Articles, the Declaration and F.S. 720, as may be further amended, F.S. 720, shall control and be deemed superior in all respects and as a matter of law.

ARTICLE XIV
MISCELLANEOUS

The first fiscal year shall begin on the date of incorporation and end on December 31 of that year. Thereafter, 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.

IN WITNESS WHEREOF, the foregoing were adopted as the By Laws of
BOCA ISLES SOUTH PROPERTY OWNERS ASSOCIATION, INC. THIS 5th
Day of December, 2002

By: 

Secretary