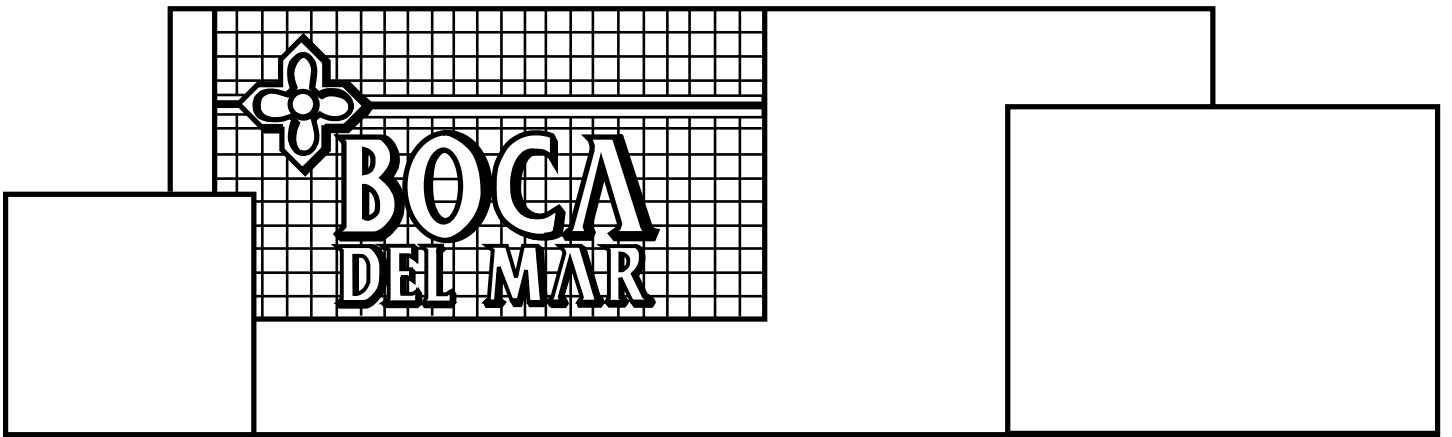


Boca Del Mar
By-Laws



BY-LAWS

This copy contains documents pertaining to land and unit owners in the
Planned Unit Development (PUD) of Boca Del Mar
These are reasonable reproductions of your Association documents,
to wit: By-Laws.

These copies should not be relied upon as a definitive statement of your
rights and obligations. Only a recorded copy received from the Office of the
Clerk of the Circuit Court of Palm Beach County, your attorney or
your title insurance company should be relied upon in making decisions
affecting your rights and obligations.

BY-LAWS
OF
BOCA DEL MAR IMPROVEMENT ASSOCIATION, INC.

A Corporation Not For Profit
under the laws of the State of Florida

1. Identity. These are the By-Laws of Boca Del Mar Improvement Association, Inc., herein called ASSOCIATION, 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 Florida. The ASSOCIATION has been organized for the purpose of carrying out the several responsibilities from time to time imposed upon it by the Developer through the Declarations of Restrictions declared from time to time affecting the project area generally known as Boca Del Mar, a Planned Unit Development being in Palm Beach County, Florida.

(1) The office of the ASSOCIATION shall be at 150 East Palmetto Park Road, Boca Raton, Florida, But may be moved to any other location in Broward or Palm Beach Counties by the Board of Directors.

(2) The Fiscal Year of the ASSOCIATION shall be the Calendar year.

(3) The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation Not For Profit", and the year of the incorporation, and impression of which is as follows:

2. Member's Meeting.

(1) The Annual Members' Meeting shall be held at such time, date, and place in the month of January of each year as is determined by the Board of Directors of the ASSOCIATION for the purpose of issuing the annual report, announcing the results of the election of new directors, and transacting any other business authorized to be transacted by the members.

(2) 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.

(3) Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Vice President or Secretary unless waived in writing. Such notice shall be in writing to each Sub-Association or parcel owner within the Project Area, for distribution to the individual unit owner members of the Association. Such notice may be either mailed

or hand-delivered to each SubAssociation or parcel owner not less than 30 days nor more than 60 days prior to the meeting, with instruction to provide such notice in writing by mail or hand delivery to each individual unit owner member. Proof of such mailing or hand delivery to the Sub-Associations or parcel owners shall be given by affidavit of the ASSOCIATION officer giving such notice.

(4) Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Restrictions or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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 acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members except where approval by a greater number of members is required by the Articles of Incorporation or these By-Laws.

(5) Proxies. Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote and shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting.

(6) Adjourned Meetings. If any of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

(7) The Order of Business At Annual Members' Meetings. Subsequent to the 1985 transition meeting, and as far as practical at all other members' meetings, shall be;

- (a) Election of Chairman of meeting;
- (b) Calling of the roll and certifying of proxies;
- (c) Proof of notice of meeting or waiver of notice;
- (d) Reading and disposal of any unapproved minutes;
- (e) Reports of Officers;
- (f) Reports of committees;
- (g) Announcement of results of election of directors;
- (h) Unfinished business;
- (i) New Business;
- (j) Adjournment

3. Directors.

(1) Membership. The affairs of the ASSOCIATION shall be managed by a Board of 9 Directors. Directors must be members of the ASSOCIATION as defined in Article IV of the Articles of Incorporation. In the event more than one person, a corporation or other legal entity holds an interest in a unit, only that person designated as the voting member, as evidenced by a certificate on file with the ASSOCIATION pursuant to Article IV of the Articles of Incorporation shall be eligible to serve on the Board of Directors.

(2) Election of Directors. Directors shall be elected by the class B members. Upon the termination of the Class B membership, election of the Directors shall be conducted in the following manner:

(a) At the transition meeting to be held in 1985 three (3) directors shall be elected for a three-year term; three (3) directors shall be elected for a two-year term; three (3) directors shall be elected for a one-year term. Thereafter, three (3) directors shall be elected each subsequent year for a three-year term

(b) Directors of the ASSOCIATION shall be elected in the month of January of each year at a time and place to be determined by the Board of Directors. Ninety days prior to the election of Directors, the Board of Directors shall appoint a nominating committee comprised of seven (7) members, none of whom shall be directors or candidates for the Board. The committee shall nominate one person for each director seat up for election. Additional nominations may be submitted to the nominating committee by petition of 10% of the unit owners at least 60 days prior to the date of the election.

(c) The election shall be by ballot and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies provided by removal of directors by members, vacancies on the Board of Directors occurring between elections shall be filled by the remaining Directors to serve until the next regularly scheduled election. At said election the members shall vote to fill the vacancy for the remainder of the unexpired term

(e) Any Director may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose or by unanimous approval of the remainder of the Board of Directors if that Director is absent from three (3) or more consecutive meetings. Any Director shall automatically be removed from office upon the sale of his/her ownership interest

within the project area. The vacancy on the Board of Directors so created shall be filled by the members of the ASSOCIATION at the same meeting.

(3) The term of each Director's service shall extend until his successor is duly elected and qualified pursuant to Article V of the Articles of Incorporation or until he is removed in the manner elsewhere provided.

(4) The organizational meeting of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary providing 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. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegraph at least three (3) 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 (1/3) of the Directors. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or telegraph which shall state the time, place and purpose of the meeting.

(7) Waiver of Notice. 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.

(8) A quorum at Directors' meeting shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by the Articles of Incorporation or these By-Laws.

(9) Adjourned Meetings. If at any meeting of the Board of Directors 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 reconvened meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

(10) Joinder in Meeting by Approval of Minutes. 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.

(11) The Presiding Officer of Directors. meeting shall be the Chairman of the Board if such an Officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

(12) The order of business at Directors' meeting shall be:

- (a) Calling the roll.
- (b) Proof of due notice of meetings.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of Officers and Committees.
- (e) Election of Officers.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

(13) Directors Fees. 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.

4. Powers and Duties of the Board of Directors.

All of the powers and duties of the ASSOCIATION existing under the Articles of Incorporation and these By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when such is specifically required.

5. Officers.

(1) 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 preemptorily be 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 such Officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the ASSOCIATION.

(2) The President shall be the Chief Executive Officer of the ASSOCIATION. He shall have 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 and to assist in the conduct of the affairs of the ASSOCIATION.

(3) The Vice President shall in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

(4) 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 other notices as 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, 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 the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.

(5) The Treasurer shall have custody of all property of the ASSOCIATION, including funds, securities and evidence of indebtedness. He shall keep the books of the ASSOCIATION in accordance with good accounting practices; and he shall perform all other duties incident to the office of the Treasurer.

(6) The compensation of all officers and employees of the ASSOCIATION shall be fixed by the Directors. This provision shall not preclude the Board of Directors from employing a Director as an employee of the ASSOCIATION nor preclude the contracting with a Director for the management of the ASSOCIATION.

(7) 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. The Articles of Incorporation and the By-Laws of the ASSOCIATION shall be available for inspection by any member at the principal office of the ASSOCIATION, where copies may be purchased at reasonable cost.

(8) Assessments.

(1) Membership Fees. Each member by accepting title to a UNIT in the SUBDIVISION (including such owner or owners of UNITS permitted to be constructed in the SUBDIVISION as aforesaid), whether or not it shall be so expressed in such instruments of conveyance, is deemed to covenant and agrees to pay the IMPROVEMENT ASSOCIATION membership assessments or membership fees as hereinafter provided, which assessments and fees shall be established, collected and enforced as hereinafter set forth which are to be used exclusively to promote the health, safety and welfare of the members, and the maintenance and preservation of the recreational facilities to be provided, and the enforcement of the provisions of the Declaration of Restrictions. The owner of the SUBDIVISION, or portion thereof, shall

be required to pay membership fees and assessments for each membership owned, whether by reason of ownership of a Dwelling Unit actually in existence or by reason of ownership of a number of allowable Dwelling Units within such parcel, tract, or portion thereof

(a) Should a proposed budget require assessments against members to increase more than 10% over the preceding year, said budget shall be approved by a majority of members present and voting in person or by proxy at a meeting of the membership at which a quorum is present, called for the purpose of approving the budget.

(b) Any special assessment against the members for the cost of construction of new facilities must be approved by two-thirds (2/3) of the entire membership.

(c) The regular and special assessments shall be uniform among all members of the ASSOCIATION and shall be determined by dividing the total amount to be assessed by the total number of dwelling units, both those completed and those permitted to be constructed, at the time of assessment.

(2) Lien in favor of the ASSOCIATION. The ASSOCIATION shall have a lien on each Dwelling Unit in the PROJECT AREA so declared by the Developer for any assessment made by the ASSOCIATION for the purpose of permitting the ASSOCIATION to perform the several services and obligations conferred under this Paragraph*. Said lien shall also secure reasonable attorneys fees incurred by the ASSOCIATION incident to the collection of such unpaid assessment or enforcement of such lien. Said lien shall be effective from and after the time of recording in the Public Record of Palm Beach County, Florida, of a claim of lien stating the description of the Dwelling Unit, the name of the record UNIT owner, the amount due and date the lien shall be fully paid. Such liens shall bear interest at the rate of eighteen (18) percent per annum from the date of recording until paid. Except for interest, such claims of the lien shall include only the unpaid assessments which are due and payable to the ASSOCIATION when the claim is recorded together with all costs incurred or sustained by the lien claimant in enforcing and perfecting such lien, including a reasonable attorney's fee. Upon full payment the UNIT owner shall be entitled to a recordable satisfaction of lien. All such liens shall be subordinate to the lien of an institutional mortgage or other lien recorded prior to the time of recording of the claim of lien and in the event the holder of a prior institutional mortgage shall accept and record a deed in lieu of foreclosure or obtain a Certificate of Title as a result of foreclosure, the recording of said deed in lieu of foreclosure, or Certificate of Title shall operate to release a subordinate claim of lien, although the obligation of payment may thereafter be enforced personally against the LOT OWNER owning the property at the time the assessment was levied. Such lien may be foreclosed by suit brought in the name of the ASSOCIATION in like manner as a foreclosure of a mortgage on real property. In any foreclosure the LOT OWNER shall be required to pay a reasonable rental for the LOT, and the ASSOCIATION shall be entitled to the

appointment of a receiver without bond or notice to collect the same. Suit to recover a money judgement for unpaid assessments may be maintained at the option of the lienholder without waiving the lien securing the same.

(9) Parliamentary Rules. Roberts Rules of Order (latest edition) shall govern the conduct of the ASSOCIATION meetings when not in conflict with the Declaration of Restrictions, Articles of Incorporation or these By-Laws.

(10) Amendments. These By-Laws may be amended in the following manner:

(a) Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the ASSOCIATION or by the members of the ASSOCIATION. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. These By-Laws may be amended, at regular or special meetings of the members, by vote of a majority of a quorum of members present in person or by proxy. No amendment shall discriminate against any UNIT OWNER nor against any lot or class or group of lots unless the UNIT OWNERS so affected shall consent. No amendment shall be made which is in conflict with the Articles of Incorporation.

(c) A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the ASSOCIATION By-Laws, which certificate shall be executed by the Officers of the ASSOCIATION with the formalities of a deed.

The foregoing were adopted as the By-Laws of Boca Del Mar Improvement Association, Inc., a corporation not for Profit under the laws of the State of Florida.

11. In the event the OWNER of a UNIT fails to maintain said UNIT or otherwise violates the provisions of the Declaration of Restrictions relating to Boca Del Mar No. 1, or the Articles of Incorporation or By-Laws of the Boca Del Mar Improvement Association, the ASSOCIATION shall have the right to apply for an injunction to compel compliance with the provisions of those documents. In lieu thereof, and in addition thereto, the ASSOCIATION shall have the right to personal judgement against the UNIT OWNER and for a lien against the UNIT, for such sums as may be incurred in removing any violation and restoration of the property to good condition or repair. Said lien shall have the same force and effect as all other assessments.

12. A certified audit of the account of the ASSOCIATION shall be made annually by a Certified Public Accountant no later than sixty (60) days following the year for which the audit is made.

EXHIBIT "B"
TO THE
CERTIFICATE OF AMENDMENT TO THE BY-LAWS OF BOCA DEL MAR
IMPROVEMENT ASSOCIATION, INC.

Article 3 entitled "Directors," Sections "1" and "2," entitled "Membership," and "Election of Directors" of the By-Laws of Boca Del Mar Improvement Association, Inc. as amended from time to time, is amended as follows (the language added is underlined; the language deleted is ~~struck out~~):

(1) Membership. The affairs of the Association shall be managed by a Board of nine (9) directors. Directors must be members of the Association as defined in Article IV of the Articles of Incorporation ;

(a) In the event more than one person, a corporation, or other legal entity holds an interest in a unit, only that person designated as the voting member, as evidenced by a certificate on file with the Association pursuant to Article IV of the Articles of Incorporation shall be eligible to serve on the Board of Directors.

(b) In addition, a member shall not be qualified to serve as a Director, and shall be automatically removed as a Director and that Director's term declared vacant if at any time during the term the Director is:

(i) Delinquent for more than ninety days in the payment of any fee, fine, or other monetary obligation due to the ASSOCIATION, or to any condominium or homeowner's association whose members are also members of the ASSOCIATION.

(ii) Has been convicted of any felony in this state or in a United States District or Territorial Court, or if convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, unless such felon's civil rights have been restored for at least five years as of the date on which such person seeks election as a director; or,

(iii) Not an owner of a parcel within the Project Area which has qualified for homestead real property tax exemption by the Palm Beach County, Florida, Property Appraiser, as published on the Property Appraiser's Internet website or successor media, if any.

The validity of any action by the Board of Directors is not affected if it is determined that a director is ineligible to serve as a director.

(2) Election of Directors. ~~Directors shall be elected by the Class B Members. Upon the termination of the Class B membership; The~~ election of the Directors shall

be conducted in the following manner:

(a) Directors shall serve staggered terms of three years. At the transition meeting to be held in 1985 three (3) directors shall be elected for a three year term; three (3) directors shall be elected for a two-year term; three (3) directors shall be elected for a one-year term. Thereafter, three (3) directors shall be elected each subsequent year for a three-year term.

(b) Directors of the ASSOCIATION shall be elected at annual members' meetings in the month of January of each year at a time and place to be determined by the Board of Directors.

(i) Ninety days prior to the election of directors, the Board of Directors shall appoint a nominating committee comprised of nine ASSOCIATION seven(7) members, none of whom shall be directors or candidates in the next election for Director the Board.

(1) Each Director shall appoint one ASSOCIATION member to serve as a nominating committee member. If there are less than nine Directors at the time the nominating committee members are appointed, or if a Director fails to appoint a nominating committee member, then the Board of Directors may fill the vacant nominating committee members.

(2) Each nominating committee member must be eligible to serve as an ASSOCIATION Director.

(ii) The nominating committee shall nominate one person for the each director seat up for election no more than six ASSOCIATION members.

(iii) Additional nominations for Director may be; submitted to the nominating committee by a petition of no less than 100 ASSOCIATION members to be delivered so that the petition is actually received by the ASSOCIATION 10% of the unit owners at least sixty 60 days prior to the date of the election in a manner that provides for written receipt by the ASSOCIATION as proof of delivery; or, at the floor of the election meeting.

(iv) Each nominee at the time of nomination, whether by committee or petition, and through the time of election, must be qualified to serve as an ASSOCIATION Director, or shall be disqualified by the nominating committee and removed from the ballot; however, if a nominee is disqualified after ballots have been finalized, then any votes cast for such a disqualified person shall not be counted.

(v) Each qualified nominee may provide the ASSOCIATION no less than fifty-five days before the election:

(1) A statement not to exceed 500 words to be published by the ASSOCIATION on the ASSOCIATION's Internet website through the time of the election; and,

(2) A list of the nominees' primary occupation, length of residence in Boca Del Mar, director and officer positions held in the Association and homeowners' or condominium association within Boca Del Mar, to be published as verified and corrected by the ASSOCIATION with the notice of meeting for the election, and to be published on the ASSOCIATION's Internet website through the time of the election.

If the ASSOCIATION's Internet website is not available, then publication shall be through the successor media, if any.

* * *

(e) Any director may be removed by concurrence of a majority of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose, or by a majority of the members by written agreement, each method as may be provided by law, or by unanimous approval of the remainder of the Board if that director is absent from three 3 or more consecutive regular Board of Directors' meetings. Any Director shall automatically be removed from office upon the sale of his/her ownership interest within the project area.

(f) The Any vacancy on the Board of Directors so created by the members at a meeting shall be filled by the members of the Association at that same meeting, vacancies not so filled, or otherwise occurring, shall be filled by the Board of Directors until the next annual meeting, and if the former Director's term was not scheduled to end, then the members shall elect a Director to serve the remainder of the term as appropriate to preserve the staggered term scheme.