

CERTIFICATE OF AMENDMENT

BY-LAWS

3004408

SEAWATCH ON-THE-BEACH CONDOMINIUM ASSOCIATION, INC.

WE HEREBY CERTIFY that the attached amendment to the By-Laws for Seawatch On-the-Beach Condominium Association, Inc. a Condominium, which Declaration is recorded at O.R. 1583, Pages 485 through 499, an all amendments thereto, all of the Public Records of Lee County, Florida, which were duly adopted by the Association membership at a duly noticed Member's meeting held on May 2, 1990 and that said Amendments were passed by the required vote.

IN WITNESS WHEREOF, we have fixed our hands this 6th day of November 1990.

WITNESSES:

Handwritten signatures of witnesses: Beverly S. Doolittle and Elv. J. Nees.

Seawatch On-the-Beach Condominium Association, Inc.

BY: X Stanley M. Seeds - President

Attest: Marie B. Dare - Secretary

(Corporate Seal)

RECORDERS MEMO: COLOR OF INK USED TO SIGN/PREPARE DOCUMENT UNSATISFACTORY FOR REPRODUCTION FROM FILM

STATE OF COUNTY OF

SWORN TO AND SUBSCRIBED by Stanley M. Seeds in my presence this 6th day of November 1990.

Notary Public State of (Signature: Linda L. Kurzy)

My Commission Expires: Dec. 1990 STATE OF COUNTY OF

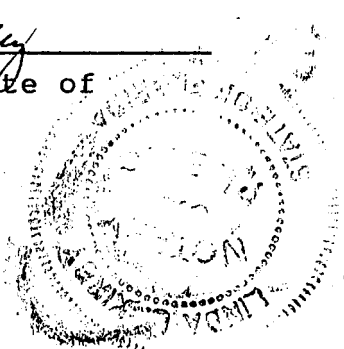
SWORN TO AND SUBSCRIBED by Marie Dare in my presence this 6th day of November 1990.

Notary Public State of (Signature: Linda L. Kurzy)

My Commission Expires: Dec. 1990

Return to: Mariner Services Corporation 13391 McGregor Blvd, SW Fort Myers, FL 33919-5998

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RECORD VERIFIED - CHARLIE GREEN, BY: Kay Tanner, B.C.

BY-LAWS  
OF  
SEAWATCH ON-THE-BEACH CONDOMINIUM ASSOCIATION, INC.

EXISTING

ARTICLE II: MEMBERSHIP AND VOTING  
Provisions:

Section 2. Voting

(b) A majority of the Unit Owners' total votes shall decide any question, unless the Declaration of Condominium, By-Laws or Articles of Incorporation of the Association provide otherwise.

Section 3. Quorum: Unless otherwise provided in these by-laws, the presence in person or by proxy of twenty-five (25%) percent of the Unit Owners' total votes shall constitute a quorum.

Article III. MEETING OF THE MEMBERSHIP

Section 3. Annual Meeting: The annual meeting shall be held in December of each year at a date, time and place to be determined by the Board for the purpose of electing Directors and 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 secular day following. At the annual meeting, the members shall elect by plurality vote - (cumulative voting prohibited), a Board of Directors, and shall transact such other business as may properly be brought before the meeting.

Section 5. Waiver and Consent: Whenever the vote of members at a meeting is required or permitted by any provision of these By-Laws to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if not less than a majority of the members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken; however, notice of such action shall be given to all members, unless all members approve such action.

ARTICLE IV. DIRECTORS

Section 1. Number, Term and Qualifications: The affairs of the Association shall be governed by a Board of Directors composed of not less than three (3) nor more than seven (7) persons, as is determined from time to time by the members. All Directors, except those designated by the Developer, shall be members of the Association. All officers of a Corporate Unit Owner shall be deemed to be members of the Association so as to qualify as a Director herein. 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 provided in Section 3, below.

AMENDED

ARTICLE II: MEMBERSHIP AND VOTING  
Provisions:

Section 2. Voting

(b) A majority ~~Thirty-four (34%)~~ percent of the Unit Owners' eligible total votes shall decide any question, unless the Declaration of Condominium, By-Laws or Articles of Incorporation of the Association provide otherwise.

Section 3. Quorum: Unless otherwise provided in these by-laws, the presence in person or by proxy of ~~twenty-five (25%) percent~~ thirty-four (34%) percent of the Unit Owners' eligible total votes shall constitute a quorum.

Article III. MEETING OF THE MEMBERSHIP

~~Section 3. Annual Meeting: The annual meeting shall be held in December of each year at a date, time and place to be determined by the Board for the purpose of electing Directors and 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 secular day following. At the annual meeting, the members shall elect by plurality vote - (cumulative voting prohibited), a Board of Directors, and shall transact such other business as may properly be brought before the meeting.~~

Section 3. Annual Meeting: The annual members meeting shall be held on the date, at the place and at the time determined by the Board of Directors from time to time, provided that there shall be an annual members meeting every calendar year and, to the extent possible, no later than thirteen (13) months after the last annual meeting, but no later than 120 days after the end of the fiscal year, for the purpose of electing Directors and transacting any other business authorized to be transacted by the members. At the annual meeting, the members shall elect by plurality vote - (cumulative voting prohibited), a Board of Directors, and shall transact such other business as may properly be brought before the meeting.

Section 5. Waiver and Consent: Whenever the vote of members at a meeting is required or permitted by any provision of these By-Laws to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if not less than ~~a majority~~ thirty-four (34%) percent of the members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken; however, notice of such action shall be given to all members, unless all members approve such action.

ARTICLE IV. DIRECTORS

Section 1. Number, Term and Qualifications: The affairs of the Association shall be governed by a Board of Directors composed of not less than three (3) nor more than seven (7) persons, as is determined from time to time by the members of the Board. All Directors, ~~except those designated by the Developer,~~ shall be members of the Association. All officers of a Corporate Unit Owner shall be deemed to be members of the Association so as to qualify as a Director herein. ~~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 provided in Section 3, below. The term of each Director's service shall extend until the expiration~~

Words stricken through are words deleted;  
words underlined are additions.

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EXISTING

AMENDED

of their term and thereafter until the successor is duly elected. Beginning in 1987, at the annual members meeting, seven (7) Directors were elected; the three owners receiving the highest number of votes were elected to serve a two (2) year staggered term; and the four (4) owners receiving the next highest number of votes were elected to serve a one (1) year term. Thereafter, the term of each duly elected Board Member will be for two years. Nothing in this Section shall preclude the removal from office of any Director as provided in Section 3 below.

Section 2. First Board of Directors:

(a) The first Board of Directors of the Association who shall hold office and serve until their successors have been elected and qualified, shall consist of the following:

Allen G. Ten Broek  
Robert M. Taylor  
Timothy R. Bogott

(b) The organizational meeting of a newly elected Board of Directors of the Association 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 organizational meeting shall be necessary, provided a quorum shall be present.

Section 3. Removal of Directors: At any time after the first annual meeting of the membership at any duly convened regular or special meeting, any one or more of the Directors may be removed, with or without cause, by the affirmative vote of the voting members casting not less than a majority of the total votes of all members of the Association, and a successor may then and there be elected to fill the vacancy thus created. Should the membership fail to elect said successor, the Board of Directors may fill the vacancy in the manner provided in Section 4, below.

Section 11. Developer's Selection of Directors: Subject to the provisions of Section 718.301, of the Condominium Act, the Developer shall have the right to designate the Directors who need not be Owners of Units or Unit Weeks in the Condominium, and said Directors may not be removed by members of the Association, as elsewhere provided herein; and where a vacancy occurs for any reason whatsoever, the vacancy shall be filled by the person designated by the Developer.

Section 12. The Management Firm: The Management Firm, as long as any Management Agreement remains in effect, shall be entitled to notice of all Directors' meetings and shall be entitled to attend the Directors' meetings and it may designate such person(s) as it desires to attend such meetings on its behalf.

Section 13. Powers and Duties: The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by the Declaration of Condominium, this Association's Articles of Incorporation, or these By-Laws, directed to be exercised and done by Unit Owners. These powers shall specifically include, but shall not be limited to the following:

Section 2. ~~First Board of Directors:~~  
Organizational Meeting of New Directors

~~(a) The first Board of Directors of the Association who shall hold office and serve until their successors have been elected and qualified, shall consist of the following:~~

~~Allen G. Ten Broek  
Robert M. Taylor  
Timothy R. Bogott~~

~~(b) The organizational meeting of a newly elected Board of Directors of the Association shall be held within ten (10) thirty (30) days of their election, at such place, date and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary, provided a quorum of the Directors shall be present.~~

~~Section 3. Removal of Directors: At any time after the first annual meeting of the membership at any duly convened regular or special meeting, any one or more of the Directors may be removed, with or without cause, by the affirmative vote of the voting members casting not less than a majority of the total votes of all members of the Association, and a successor may then and there be elected to fill the vacancy thus created. Should the membership fail to elect said successor, the Board of Directors may fill the vacancy in the manner provided in Section 4, below. The Board may, by unanimous vote of the remaining Directors, remove a Director for a cause; i.e. - failure to perform.~~

~~Section 11. Developer's Selection of Directors: Subject to the provisions of Section 718.301, of the Condominium Act, the Developer shall have the right to designate the Directors who need not be Owners of Units or Unit Weeks in the Condominium, and said Directors may not be removed by members of the Association, as elsewhere provided herein; and where a vacancy occurs for any reason whatsoever, the vacancy shall be filled by the person designated by the Developer.~~

~~Section 12. The Management Firm: The Management Firm, as long as any Management Agreement remains in effect, shall be entitled to notice of all Directors' meetings and shall be entitled to attend the Directors' meetings and it may designate such person(s) as it desires to attend such meetings on its behalf.~~

~~Section 13. Powers and Duties: The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by the Declaration of Condominium, this Association's Articles of Incorporation, or these By-Laws, directed to be exercised and done by Unit Owners. These powers shall specifically include, but shall not be limited to the following:~~

~~(1) To make special assessments for extreme emergencies where the full use of the facility property "as the owners expected" would otherwise not be available.~~

Words stricken through are words deleted;  
words underlined are additions.

## ARTICLE V. OFFICERS

Section 1. Elective Officers: The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors.

One person may not hold more than one of the aforementioned offices, except one person may be both Secretary and Treasurer. The President and Vice-President shall be members of the Board of Directors. Notwithstanding the foregoing, the restriction as to one person holding only one of the aforementioned offices or the President and Vice-President being members of the Board of Directors shall not apply while the Association is under the control of the Developer, the control being the right of the Developer to select a majority of the Board of Directors in accordance with Section 718.301, of the Condominium Act.

## ARTICLE VI: FINANCES, ASSESSMENTS, AND MAINTENANCE FEES:

Section 9. Application of Surplus: Any payments or receipts to the Association, whether from Unit Owners or otherwise, paid during the year in excess of the operating expenses and other common expenses of the Association shall be kept by the Association and applied against the Association's expenses for the following year.

## ARTICLE X: AMENDMENTS TO THE BY-LAWS:

(2) If the Amendment has received the unanimous approval of the full Board of Directors, then it shall be approved upon the affirmative vote of the voting members casting a majority of the total votes of the members of the Association.

(3) If the Amendment has not been approved by the unanimous vote of the Board of Directors, then the Amendment shall be approved by the affirmative vote of the voting members casting not less than three-fourths (3/4ths) of the total votes of the members of the Association; and

(4) Said Amendment shall be recorded and certified as required by the Condominium Act.

(5) Notwithstanding the foregoing, these By-Laws may only be amended with the written approval when required of the parties specified in the Declaration of Condominium to which these By-Laws are attached.

## ARTICLE V. OFFICERS

Section 1. Elective Officers: The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors.

One person may not hold more than one of the aforementioned offices, except one person may be both Secretary and Treasurer. The President and Vice-President shall be members of the Board of Directors. ~~Notwithstanding the foregoing, the restriction as to one person holding only one of the aforementioned offices or the President and Vice-President being members of the Board of Directors shall not apply while the Association is under the control of the Developer, the control being the right of the Developer to select a majority of the Board of Directors in accordance with Section 718.301, of the Condominium Act.~~ Each Director shall be entitled to one vote whether or not he holds one or more of the offices of a principal officer.

## ARTICLE VI: FINANCES, ASSESSMENTS, AND MAINTENANCE FEES:

Section 9. Application of Surplus: Any payments or receipts to the Association, whether from Unit Owners or otherwise, paid during the year in excess of the operating expenses and other common expenses of the Association shall be kept by the Association and applied against the Association's expenses for the following year, or added to one or more of its reserve accounts.

## ARTICLE X: AMENDMENTS TO THE BY-LAWS:

(2) If the Amendment has received the unanimous approval of the full Board of Directors, then it shall be approved upon the the affirmative vote of the voting members casting a majority of the total votes cast of the members of the Association.

~~(3) If the Amendment has not been approved by the unanimous vote of the Board of Directors, then the Amendment shall be approved by the affirmative vote of the voting members casting not less than three-fourths (3/4ths) of the total votes of the members of the Association; and~~

~~(4)~~ (3) Said Amendment shall be recorded and certified as required by the Condominium Act.

~~(5)~~ (4) Notwithstanding the foregoing, these By-Laws may only be amended with the written approval when required of the parties specified in the Declaration of Condominium to which these By-Laws are attached.

Section 2. Format: No By-Law shall be revised or amended by references to its title or number only. Proposals to amend existing By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Law. See By-Law for present text"

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AMENDED

ARTICLE XVIII. Arbitration: Voluntary binding arbitration of internal disputes arising from the operation of the Condominium among Unit Owners, the Association, and other agents and assigns shall be available to such parties pursuant to the provisions of Section 718.1255, Florida Statutes.