

AMENDED BY-LAWS OF OCEAN HARBOUR SOUTH
CONDOMINIUM ASSOCIATION, INC.

The By-Laws of OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., as originally recorded in the public records of St. Lucie County, Florida, in OR Book 374, page 568, are amended as follows:

1. IDENTITY.

These are the Amended By-Laws of OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., called "Association" a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation which were filed with the Secretary of State on July 6, 1981. The Association was organized for the purpose of operating OCEAN HARBOUR SOUTH, A CONDOMINIUM, which is located upon the lands described in the Declaration of Condominium.

1.1 The office of the Association is located at 4230 North Road 1A, Ft. Pierce, Florida 34949.

1.2 The fiscal year of the Association is the calendar year.

1.3 The seal of the corporation will bear the name of the corporation, the word "Florida", and the words "Corporation not for profit", and the year of incorporation, an impression of which is as follows:

Rec Fee \$ 37.50 DOUGLAS DIXON
Add Fee \$ _____ St. Lucie County
Doc Tax \$ _____ Clerk of Circuit Court
Int Tax \$ _____ By CS
Total \$ 37.50 Deputy Clerk



2. MEMBERS' MEETINGS.

2.1 The annual members' meeting will be held each year at a time and date to be determined by a Board of Directors, provided that no meeting shall be more than fourteen months after the prior meeting.

2.2 Special members' meetings will be held whenever called by the 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 entitled to cast one-third of the votes of the entire membership.

2.3 Notice of all members' meetings stating the time and place and the objects for which the meeting is called will be given by the President or Secretary unless waived in writing. Such notice will be in writing to each member at his address as it appears on the books of the Association and will be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing will be given by the affidavit of the person giving the notice. Notice of a meeting may be waived before or after the meetings.

2.4 A quorum at members' meetings will consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present will constitute the acts

EXHIBIT "C"

of the members, except when approval by a greater number of the members is required by the Amended Declaration of Condominium, the Amended Articles of Incorporation or these Amended By-Laws.

2.5 Voting.

(a) The owner of each apartment will be entitled to one vote; and if one owner owns more than one apartment, he will be entitled to one vote for each apartment owned.

(b) If an apartment is owned by one person, his right to vote will be established by the record title to his apartment. If an apartment is owned by more than one person, or is under lease, the person entitled to cast the vote for the apartment will be designated by a certificate signed by all of the record owners of the apartment and filed with the Secretary of the Association. If an apartment is owned by a corporation, the person entitled to cast the vote for the apartment will be designated by certificate signed by the President and attested by the Secretary of the corporation and filed with the Secretary of the Association. Such certificates will be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the apartment concerned.

2.6 Proxies. Votes may be cast in person or by proxy. A proxy may be made by a person entitled to vote and will be valid only for the particular meeting designated in the proxy or any adjournment thereof and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting. Proxies may be held only by members of the Association or their legally authorized representative.

2.7 Adjourned Meetings. If any meeting of 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. Meetings may also be adjourned to later dates by consent of the members present.

2.8 The order of business at annual members' meetings and as far as practical at other members' meetings, will be:

- (a) Calling of the roll and certifying of proxies;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading and disposal of any unapproved minutes;
- (d) Reports of officers;
- (e) Reports of committees;
- (f) Election of Directors;
- (g) Unfinished business;
- (h) New business;
- (i) Adjournment.

3. DIRECTORS.

3.1 Membership. The affairs of the Association will be managed by a board of not less than three (3) nor more than nine (9) directors, the exact number to be determined at the time of election. Only members of the Association may serve as a director. Only one (1) representative from each unit may be elected to serve as a director on the board for each term.

3.2 Election of Directors will be conducted in the following manner:

(a) Election of Directors will be held at the annual members' meeting.

(b) A nominating committee of five (5) members will be appointed by the Board of Directors not less than fifteen (15)

days prior to the annual members' meeting. The committee will nominate one person for each director then serving. Nominations for additional directorships created at the meeting will be made from the floor, and other nominations may be made from the floor. However, each nominee must be a unit owner and there shall be only one nominee from each unit.

(c) The election will be by ballot (unless dispensed by unanimous consent) 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 will be no cumulative voting.

(d) Except as to vacancies provided by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members must be filled by the remaining directors.

(e) Any director may be removed by concurrence of two-thirds of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created will be filled by the members of the Association.

3.3 The term of each director's service will be for a period of two (2) years, or until he is removed in a manner provided elsewhere.

At the first annual meeting subsequent to the adoption of these Amended By-Laws, fifty-one percent (51%) of the directors will be elected for a period of two years with the remaining directors elected for a term of one year. Subsequent to that date, all elections will be for a two year period, with the goal being to achieve staggered terms for the directors on the board.

3.4 The organizational meeting of each newly elected Board of Directors will be held within ten (10) days of their elections at such place and time as shall be fixed by the directors at the meeting at which they were elected.

3.5 Regular meetings of the Board of Directors may be held at such time and place as will be determined, from time to time, by a majority of the directors. Notice of regular meeting will be given to each director, personally or by mail, telephone or telegraph, at least forty-eight (48) hours prior to the date of such meeting. Notice of all Board of Directors meetings shall also be posted conspicuously on the condominium property.

3.6 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 three (3) days' notice of the meeting will be given personally or by mail, telephone or telegraph, which notice will state the time, place and purpose of the meeting.

3.7 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver will be deemed equivalent to the giving of notice.

3.8 A quorum at directors' meeting will 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 will constitute the acts of the Board of Directors, except when approval by greater number of directors is required by the Amended Declaration of Condominium for the condominium, said Amended Articles of Incorporation or these Amended By-Laws.

3.9 Adjourned Meetings. If at any meeting of the Board of Directors there is 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 that might have been transacted at the meeting as originally called may be transacted without further notice.

3.10 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 of that meeting will constitute the presence of such director for the purpose of determining a quorum.

3.11 The presiding officer of director's meetings will be the President of the Board of Directors. In the absence of the President, the Vice President will preside. In the absence of both officers, the directors present, if a quorum is constituted, will elect one of their present members to preside at the meeting.

3.12 The order of business at directors' meeting will be:

- (a) Calling of roll
- (b) Proof of notice of meeting
- (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

3.13 Directors' fee will not be paid.

4. POWERS AND DUTIES OF THE BOARD OF DIRECTORS. All of the powers and duties of the Association will be exercised exclusively by the Board of Directors, its agent, contractors or employees, subject only to approval by apartment owners when such is specifically herein or elsewhere required. The Board of Directors may contract to pay reasonable fees and salaries for services supplied to the Association.

5. OFFICERS.

5.1 The executive officers of the Association will be a President, who will be a director, and a Secretary-Treasurer, both of whom will 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. The Board of Directors from time to time will elect such other officers and designate their powers and duties as the Board of Directors shall find to be required to manage the affairs of the Association.

5.2 The President will be the chief executive officer of the Association. He will have all of the powers and duties usually vested in the office of the President of an Association, including but not limited to the power to appoint committees from among the members from time to time, as he, in his discretion, may determine appropriate to assist in the conduct of the affairs of the Association.

5.3 The Vice President shall exercise the power and perform the duties of the President in the absence or disability of the President. He also shall assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

5.4 The Secretary will keep the minutes of all proceedings of the directors and the members. He will attend to the giving and serving of all notices to the members and directors and other notices required by law. He will have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He will keep the records of the Association, except those of the Treasurer, and will perform all other duties incident to the

office of the Secretary of the Association and as may be required by the directors or the President.

5.5 The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices, which together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. He shall submit a Treasurer's report to the Board of Directors at reasonable intervals and shall perform all other duties incident to the office of Treasurer.

5.6 The compensation of all officers and employees of the Association shall be fixed by the directors.

6. FISCAL MANAGEMENT. The provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation will be supplemented by the following provisions:

6.1 Accounts. The receipts and expenditures of the Association will be maintained according to general accepted accounting principles and pursuant to the requirements of Florida Statute 718, and the administrative regulations applicable thereto, as such may be amended from time to time.

The accounts will include a general operating account and reserve accounts, including but not limited to roof, paving and painting. The Board of Directors, in its discretion, may establish other reserve accounts as it deems prudent and expedient.

6.2 Budget. The Board of Directors will adopt an annual budget for each calendar year that will include estimated funds required to defray the common expenses for operating and reserve accounts, according to generally accepted accounting principles.

Copies of the proposed budget and proposed assessments shall be delivered or mailed to each member of the Association not less than thirty (30) days prior to the meeting of the Board of Directors during which the proposed budget will be considered for adoption. If the budget is subsequently amended, a copy of the amended budget will be furnished to each member.

6.3 Assessments.

(a) Assessments against the apartment owners for their shares of the items of the budget will be made for the calendar year annually in advance on or before December 20 preceding the year for which the assessments are made. Such assessments will be due in advance in equal quarterly installments on January 1, April 1, July 1 and October 1 of the year for which the assessments are made. If an annual assessment is not made as required, an assessment will be presumed to have been made in the amount of the last prior assessment and quarterly installments on such assessment will be due upon each installment payment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors.

(b) Should any owner fail to pay assessments within thirty (30) days as due, the Association may, at its option accelerate the remaining assessments for the balance of the year. Such acceleration will meet with all of the requirements of Florida Statute 718, including the giving of notice of intent to accelerate.

6.4 Assessments for Emergencies. The Board of Directors may assess in time of emergency assessments for common expenses of emergencies that cannot be paid from the annual assessments for

common expenses. An emergency will be defined by a qualified expert.

6.5 Depository. The depository of the Association will be such bank or banks as shall be designated from time to time by the directors and in which the monies of the Association will be deposited. Withdrawal of monies from such accounts will be only by checks signed by such persons as are authorized by the directors.

6.6 Annual Review. An audit of the accounts of the Association will be made annually and a copy of the audit report will be furnished to each member not later than April 1 of the year following the year for which the audit is made.

7. PARLIAMENTARY RULES. Roberts' Rules of Order (latest edition) will govern the conduct of Association meetings when not in conflict with the Declaration of Condominium, Articles of Incorporation or these By-Laws.

8. AMENDMENTS. Except as elsewhere provided otherwise, these By-Laws may be amended in the following manner:

8.1 Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

8.2 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 meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by not less than sixty percent (60%) of the entire membership of the Board of Directors and by not less than sixty percent (60%) of the votes of the entire membership of the Association.

8.3 Proviso. Provided, however, that no amendment will discriminate against any member, unless the member so affected shall consent; and no amendment will impair the validity or priority of any mortgage covering any apartment.

9. BONDING. Fidelity bonds shall be required by the Board of Directors from all officers or directors of the Association who control or disburse Association funds. The amount of such bonds shall be determined by the Directors, but shall be not less than the requirements of Florida law. The premiums on such bonds shall be paid by the Association.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed, in its name by its President, its Secretary and its corporate seal affixed this 18 day of March, 1990.

WITNESSES:

Ron E. Peterson
Darryl P. DelBene

Marilyn P. Warner
Gregory V. Nader

OCEAN HARBOUR SOUTH CONDOMINIUM
ASSOCIATION, INC.

BY James H. Klink
JAMES H. KLINK, President

BY Jack Warner
JACK WARNER, Secretary



STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared JAMES H. KLINK as President of OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as such corporate officer and affixed thereto the seal of said corporation and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of March, 1990.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 28, 1993
BONDED THRU GENERAL INS. UND.

Darcy P. DeBlase
NOTARY PUBLIC
MY COMMISSION EXPIRES: 11/28/93

STATE OF FLORIDA
COUNTY OF St. Lucie

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared JACK WARNER as Secretary of OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as such corporate officer and affixed thereto the seal of said corporation and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of March, 1990.

Margaret G. Hoher
NOTARY PUBLIC
MY COMMISSION EXPIRES:
Notary Public, State of Florida
My Commission Expires Jan. 27, 1992
Bonded Thru Troy Fain Insurance Inc.

CERTIFICATE

OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., by its duly authorized officers, hereby certifies that the foregoing Amended By-Laws were duly and regularly adopted and passed by the members of OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., on February 24, 1990.

EXECUTED this 18 day of March, 1990.

WITNESSES:

OCEAN HARBOUR SOUTH CONDOMINIUM
ASSOCIATION, INC.

Ann E. Peterson
Darcy P. DeBlase

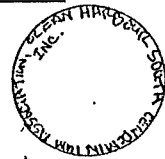
BY James H. Klink
JAMES H. KLINK, President

Margaret P. Warner
Gray D. Mader

BY Jack Warner
JACK WARNER, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared JAMES H. KLINK as President of OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as such corporate



officer and affixed thereto the seal of said corporation and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of March, 1990.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 28, 1993
BONDED THRU GENERAL INS. UND.

Dorey P. DeB...
NOTARY PUBLIC
MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared JACK WARNER as Secretary of OCEAN HARBOUR SOUTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as such corporate officer and affixed thereto the seal of said corporation and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of March, 1990.

Margaret H. Maher
NOTARY PUBLIC
MY COMMISSION EXPIRES:

Notary Public, State of Florida
My Commission Expires Jan. 27, 1992
Bonded Thru Troy Fahn - Insurance Inc.

THIS DOCUMENT WAS PREPARED BY:
Jane L. Cornett
WACKEEN, CORNETT & GOOGE, P.A.
P.O. Box 66
Stuart, FL 34995

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FILED AND RECORDED
DOUGLAS DIXON CLERK
ST. LUCIE COUNTY, FL