

RECORD VERIFIED
JEFFREY K. BARTON
CLERK CIRCUIT COURT
INDIAN RIVER CO., FLA

64.50

CERTIFICATE OF AMENDMENT TO BYLAWS

OF

RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC.

The undersigned, being the President and Secretary of RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, hereby certify that at a meeting of the members duly held on the 15th day of February, 1992, in accordance with the requirements of Florida law, the members affirmatively voted to amend the Bylaws as hereinafter set forth:

RESOLVED that the Bylaws attached hereto as Schedule "A" are substituted for and replace the existing Bylaws of the Association.

IN WITNESS WHEREOF, the undersigned President and Secretary of RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC. have executed this Certificate of Amendment to the Bylaws, this 27 day of October, 1992.

RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC.

By: W. Ashley Gray Jr.
President

Attest: Elisa S. Magnuson
Secretary

(CORPORATE SEAL)

RETURN TO CHARLES W. MCKINNON
MCKINNON, STEVART, NALL & MCKINNON, CHARTERED
POST OFFICE BOX 3345
VERO BEACH, FL 32964-3345

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STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared W. Ashley Gray, Elise Magnuson and _____ who are personally known to me ~~or who have produced _____~~ as identification and who have (have not) taken an oath, known to me to be the President and Secretary of the corporation named in the foregoing document, and that they acknowledged executing the same freely and voluntarily under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 27 day of October, 1992.



ALEENE E. PRANTE
My Comm. Exp. 9/14/96
Bonded by Service Ins
No. 00221126
H-1000/1000 H-1000/1000

Aleene E. Prante
Notary Public.

Aleene E. Prante
Printed Signature of Notary

B Y L A W S

OF

RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC.

1. IDENTITY:

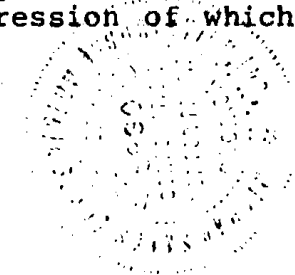
These are the Bylaws of RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on April 3, 1980. RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC., hereinafter called "Association", has been organized for the purpose of administering the operation and management of a Condominium.

a. All present or future owners, tenants, future tenants or their employees or any other person who might use the Condominium, or any of the facilities thereof in any manner, are subject to the regulations as set forth in these Bylaws and in said Articles of Incorporation and the Declaration of Condominium.

b. The office of the Association shall be at 2636 Ocean Drive, Vero Beach, Florida.

c. The fiscal year of the Association shall be the calendar year January 1 through December 31.

d. The seal of the Association shall bear the name of the Association, the word "Florida", and words "Corporation Not For Profit", and the year of incorporation, an impression of which seal is as follows:



2. MEMBERSHIP, VOTING, QUORUM, PROXIES:

a. The qualifications of members, the manner of their admission to membership and termination of such membership, and voting by members shall be as set forth in Article IV of the Articles of Incorporation of the Association, the provisions of which said Article IV of the Articles of Incorporation are incorporated herein by reference.

b. A quorum of members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership.

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c. The vote of the owners of a Condominium Unit owned by more than one person or by a corporation or other entity shall be cast by the person named in a certificate signed by all of the owners of the Unit and filed with the Secretary of the Association, and such certificate shall be valid until revoked by subsequent certificate. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum, nor for any other purpose.

d. Limited proxies and general proxies may be used to establish a quorum. Limited proxies shall be used for votes taken to waive or reduce reserves, to waive financial statement requirements, to amend the Declaration of Condominium, to amend the Articles of Incorporation or Bylaws; and for any other matter permitted by Florida law. Proxies may not be used to elect members to the Board. General proxies may be used for matters for which limited proxies are not required. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the Unit owner executing it.

e. Approval or disapproval of a Unit owner upon any matters, whether or not the subject of an Association meeting, shall be by the same person who would cast the vote of such owner if in an Association meeting.

f. Except where otherwise required under the provisions of the Articles of Incorporation of the Association, these Bylaws, the Declaration of Condominium, or where the same may otherwise be required by law, the affirmative vote of a majority of the members, represented at any duly called members' meeting at which a quorum is present, shall be binding upon the members.

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP:

a. The annual members' meeting shall be held at the office of the Association on the second Saturday in February of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members.

b. 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 from a majority of members of the Association.

c. Notice to all members of meetings, annual or special, shall be given by the President, Vice President, Secretary, or other officer of the Association in absence of the aforesaid officers, to each member, unless waived in writing. Such notice shall be written or printed and state the time and place and identify the agenda items for which the meeting is called. Such notice shall be given to each member not less than fourteen (14) days nor more than sixty (60) days prior to the date set for such meeting, and shall be mailed to each member within said time. If the Unit is owned by more than one person, the Association shall provide notice, for meetings and all purposes, to the one address which the developer initially identified for that purpose and thereafter, as one or more of the owners of the unit shall so advise the Association in writing, or if no address is given, or the owners of the unit do not agree, to the address provided on the deed of record. Notice shall be deemed to be properly given when deposited in the United States mail. An officer of the Association, or the manager or other person providing notice of the Association meeting, shall provide an affidavit or United States Postal Service certificate of mailing, to be included in the official records of the Association affirming that the notice was mailed or hand delivered, in accordance with this provision, to each Unit owner at the address last furnished to the Association.

d. The order of business at annual members' meeting and as far as practical, at any other members' meeting, shall be:

- (i) Election of Chairman of the meeting;
- (ii) Calling of the roll and certifying of proxies;
- (iii) Proof of notice of meeting or waiver of notice;
- (iv) Reading and disposal of any unapproved minutes;
- (v) Reports of officers;
- (vi) Reports of committees;
- (vii) Election of directors;
- (viii) Unfinished business;
- (ix) New business;
- (x) Adjournment.

e. Notwithstanding the above, Unit owners may take action by written agreement, without meetings.

f. Unit owners shall have the right to participate in meetings of Unit owners with reference to all designated agenda items and may tape record or video tape meetings of the Unit owners. The Association may adopt reasonable rules covering the frequency, duration and manner of Unit owner participation and recording of meetings.

4. BOARD OF DIRECTORS:

a. The first Board of Directors of the Association, and succeeding Boards of Directors, shall consist of not less than three (3) nor more than nine (9) persons. At least a majority of the Board of Directors shall be members of the Association, or shall be authorized representatives, officers or employees of a corporate member of the Association. The term of each Director's service will extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

b. The Association's Board of Directors shall be elected by a written ballot or voting machine as follows:

1. Not less than (60) days before a scheduled election, the Association shall mail or deliver to each Unit owner entitled to vote a first notice of date of election which shall include notification that any Unit owner or other eligible person desiring to be a candidate for the Board shall give written notice to the Secretary of the Association not less than forty (40) days before a scheduled election, and that they may include an information sheet, no larger than 8 1/2" x 11", furnished by the candidate, to be included with the mailing of the ballot.

2. Not less than thirty (30) days before the election meeting, the Association shall mail and deliver a second notice of the meeting to all Unit owners entitled to vote together with the ballot and any information sheets received from candidates.

3. Elections shall be by plurality of written ballots cast regardless of quorum.

c. Meetings of the Board of Directors and any committee thereof at which a quorum of the members of that committee were present shall be open to all Unit owners. Any Unit owner may tape record or video tape meetings of the Board of Directors. Unit owners may speak at such meetings with reference to all designated agenda items and the Association may adopt reasonable rules governing the frequency, duration and manner of Unit owner's statements. The Association shall post a notice of all such meetings including the identification of agenda items on condominium property at least forty-eight (48) continuous hours preceding the meeting except in an emergency. Notwithstanding the above, written notice of any meeting at which non-emergency special assessments, or at which amendments to rules regarding Unit use, will be proposed, discussed, or approved shall be mailed or delivered to the Unit owners and posted conspicuously

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on the condominium property not less than fourteen (14) days prior to the meeting. The Secretary of the Association shall execute an affidavit evidencing compliance with the fourteen (14) day notice requirement and file it among the official records of the Association.

d. The organizational meeting of a newly elected Board of Directors shall be held immediately after their election.

e. 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 telegram, at least three (3) days prior to the day scheduled for such meeting, unless notice is waived.

f. 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 votes of the Board. Not less than ten (10) days' notice of a meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting.

g. 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.

h. A quorum at a Director's meeting shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at the meeting at which a quorum is present, shall constitute the acts of the Board of Directors, except as specifically otherwise provided in the Articles of Incorporation, these Bylaws or the Declaration of Condominium. If any Director's meeting cannot be organized because a quorum has not attended, or because the greater percentage of the Directors required to constitute a quorum for particular purposes has not attended, whatever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws or the Declaration of Condominium, the Directors who are present may adjourn the meeting from time to time until a quorum, or the required percentage of attendance if greater than 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. 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.

i. The presiding officer of Director's meetings shall be the Chairman of the Board, if such an officer has been elected; and if none, then the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

j. Director's fees, if any, shall be determined by the members.

k. All of the powers and duties of the Association shall be exercised by the Board of Directors, including those existing under the common law and statutes, the Articles of Incorporation of the Association, these Bylaws and the Declaration of Condominium. Such powers and duties shall be exercised in accordance with said Articles of Incorporation, these Bylaws and the Declaration of Condominium, and shall include, without limiting the generality of the foregoing, the following:

(i) To make, levy and collect assessments against members and members' Units to defray the cost of operation of the Condominium, and to use the proceeds of said assessments in the exercise of the powers and duties granted unto the Association;

(ii) The maintenance, repair, replacement, operation and management of the Condominium wherever the same is required to be done and accomplished by the Association for the benefit of its members;

(iii) The reconstruction of improvements after casualty, and the further improvement of the property, real and personal;

(iv) To make and amend regulations governing the use of the property, real and personal, in, on, or about, the Condominium, so long as such regulations or amendments thereto do not conflict with the restrictions and limitations which may be placed upon the use of such property under the terms of the Articles of Incorporation and Declaration of Condominium;

(v) To approve or disapprove proposed purchasers and lessees of Units in the manner specified in the Declaration of Condominium;

(vi) To acquire, operate, lease, manage and otherwise trade and deal with property, real and personal, including Units in the Condominium, as may be necessary or

convenient in the operation and management of the Condominium, and in accomplishing the purposes set forth in the Declaration of Condominium;

(vii) To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and regulations and execution of contracts on behalf of the Association;

(viii) To enforce by legal means the provisions of the Articles of Incorporation and Bylaws of the Association, the Declaration of Condominium and the regulations hereinafter promulgated governing the use of the property in the Condominium;

(ix) To pay all taxes and assessments which are liens against any part of the Condominium other than Units and the appurtenances thereto, and to assess the same against the members and their respective Units subject to such liens;

(x) To carry insurance for the protection of the members and the Association against casualty and liability;

(xi) To pay all costs of power, water, sewer and other utility services rendered to the Condominium and not billed to the owners of the separate Units within the Condominium; and

(xi) To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

1. Any one or more of the members of the Board of Directors of the Association may be removed, either with or without cause, at any time by a vote of the members owning a majority of the Units in the Condominium, at any special meeting called for such purpose or at the annual meeting.

m. The order of business of at the Director's meetings will be:

- (i) Calling of the roll;
- (ii) Proof of due notice of meeting;
- (iii) Reading and disposal of any unapproved minutes;
- (iv) Reports of officers and committees;
- (v) Election of officers;
- (vi) Unfinished business;
- (vii) New business;
- (viii) Adjournment.

5. OFFICERS:

a. The executive officers of the Association shall be a President, who shall be a Director, a Vice President, a Secretary, a Treasurer and such other assistants or vice officers as the Board of Directors may determine, all of whom shall be elected annually by the Board of Directors and who may be peremptorily removed by vote of the Directors at any meeting. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

b. The President shall be the chief executive officer of the Association. He shall have all of 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, to assist in the conduct of the affairs of the Association.

c. The Vice President shall perform the duties of President in the event of the President's death, inability or refusal to act. In such event, the Vice President shall have all the powers of and be subject to all the restrictions upon the President.

d. 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 such other notices required by law. He shall have the 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 President.

e. The Treasurer shall have custody of all of the property of the Association, including funds, securities and evidences of

indebtedness. He shall keep the assessment rolls and accounts of the members; 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 Treasurer.

f. 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 management of the Condominium.

6. FISCAL MANAGEMENT:

a. Accounts. The receipts and expenditures of the Association will be created and charged to such accounts as shall be appropriate. All expenditures will be common expenses.

b. Budget. The Board of Directors will adopt a budget for each fiscal year that will include the estimated funds required to defray current expenditures and to provide and maintain funds for any other accounts and reserves, according to good accounting practices.

The Board of Directors shall mail a meeting notice and copies of the proposed annual budget of common expenses and proposed assessments to all unit owners not less than fourteen (14) days prior to the meeting at which the budget will be considered. If the budget is amended subsequently, notice of the meeting and amendment shall be given in the same manner as for approval of the annual budget.

c. Assessments. Assessments against Unit owners for their shares of the items of the budget will be made for the calendar year annually in advance on or before December 20th preceding the year for which the assessments are made. Such assessments will be due in equal quarterly installments on the first day of each month of the year for which the assessments are made. The Board of Directors shall, in its sole discretion, have the right to collect assessments in equal quarterly installments on the first day of January, April, July and October of the year. 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; and the unpaid assessment for the remaining portion of the calendar year for which the amended assessment is made will be due in equal quarterly installments on the first day of each month remaining in the year for which such

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amended assessment is made.

d. Acceleration of assessment installment upon default. If a Unit owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the Unit owner, and then the unpaid balance of the assessment will come due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the Unit owner, or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

e. Assessments for emergencies. Assessments for common expenses for emergencies that cannot be paid from the annual assessments for common expenses will be made only after notice of the need for such is given to the members. After such notice and upon approval by more than one-half (1/2) of the members, the assessment will become effective, and it will be due after thirty (30) days' notice in such manner as the Board of Directors of the Association may require in the notice of assessment.

f. 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 moneys of the Association will be deposited. Withdrawals of moneys from such accounts will be only by checks signed by such persons as are authorized by the Directors.

g. An audit of the accounts of the Association shall be made annually by a Certified Public Accountant and a copy of the report shall be furnished to each member not later than April 1 of the year following the year for which the report it made.

7. PARLIAMENTARY RULES:

Roberts' Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and these Bylaws or with the Statutes of the State of Florida.

8. AMENDMENTS TO BYLAWS:

Amendments to these Bylaws shall be proposed and adopted in the following manner:

a. Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon vote of the majority of the Directors, or by a majority of members of the Association, whether meeting as members or by instrument in writing signed by them.

b. Upon any amendment or amendments to these Bylaws being proposed by said Board or Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special joint meeting of the members of the Board of Directors of the Association and the membership for a date not sooner than twenty (20) days nor later than sixty (60) days from receipt by such officer of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting in the same form and in the same manner as notice of the call of a special meeting of the members is required as herein set forth.

c. In order for such amendment or amendments to become effective, the same must be approved by an affirmative vote of seventy-five percent (75%) of the entire membership of the Board of Directors and by an affirmative vote of seventy-five percent (75%) of the members. Thereupon, such amendment or amendments to these Bylaws shall be transcribed, certified by the President and Secretary of the Association, and a copy thereof shall be recorded in the public records of Indian River County, Florida, within ten (10) days from the date on which any amendment or amendments have been affirmatively approved by the Directors and members.

d. At any meeting held to consider such amendment or amendments to the Bylaws, the written vote of any member of the Association shall be recognized if such member is not in attendance at such meeting or represented thereof by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

9. ENFORCEMENT OF BYLAWS, RULES AND REGULATIONS:

The Association, through its Board of Directors, may impose fines on Unit owners in such reasonable sums as they may deem appropriate, not to exceed One Hundred Dollars (\$100.00) per violation, for violations of any provision of the Declaration, the Association Bylaws, or reasonable rules of the Association by the owner of the unit, or its occupant, licensee, or invitee. Each day of violation shall be a separate violation. Before levying a fine pursuant to this paragraph, the Board of Directors shall afford an opportunity for hearing to the party against whom the fine is sought to be levied, after reasonable notice of not less than fourteen (14) days. This notice shall include: (a) a statement of the date, time and place of the hearing; (b) a statement of the provisions of the Declaration, the Association Bylaws, or rules of the Association which have allegedly been violated; and (c) a short and plain statement of matters asserted

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by the Association. The party against whom the fine may be levied shall have an opportunity to respond, to present evidence and to provide written and oral argument on all issues involved and shall have an opportunity at the hearing to review, challenge and respond to any material considered by the Association. Upon the levy of any fine, the Board may collect such fines in one or more installments.

The foregoing were adopted as the Bylaws of RIOMAR SANDS CONDOMINIUM ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at meeting of the Board of Directors on the 27 day of October, 1992.

APPROVED:

W. Ashley Gray, Jr.

Elise S. Magnuson