

BYLAWS

OF

WEST PASSAGE ASSOCIATION, INC.1. IDENTITY.

These are the Bylaws of WEST PASSAGE ASSOCIATION, INC., hereinafter called Association in these Bylaws, 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 the 23rd day of February, 1978. The Association has been organized for the purpose of operating a condominium to be established upon the lands described in such Articles of Incorporation.

1.1. The office of the Association will be at

1.2. The fiscal year of the Association will be the calendar year.

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

2. MEMBERS' MEETINGS.

The members of the Association will be the owners of the apartments of said condominium apartment building.

2.1. The annual members' meeting will be held at 9:30 A. M. Eastern Standard Time on the 2nd Wednesday in March of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting will be held at the same hour on the next day that is not a holiday.

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 ten percent (10%) 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 or Assistant Secretary unless waived in writing. Such notice will be in writing and shall be sent by certified mail 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 thirty (30) days prior to the date of the meeting. Written notice of the members' meeting shall also be posted at a conspicuous location at the condominium at least fourteen (14) days prior to any said meeting. Proof of such mailing and posting shall be given by affidavit of the person giving the notice. Notice of the meeting may be waived before or after the meeting.

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 of the members, except when approval by a greater number of members is re-

quired by the Declaration of Condominium, the Articles of Incorporation or these Bylaws.

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 or Assistant 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 a certificate signed by the President and attested by the Secretary of the corporation and filed with the Secretary or Assistant Secretary of the Association. All such certificates shall be valid until revoked or until superseded by a subsequent certificate or until there is a change in the ownership of the apartment concerned. If such a certificate is not on file, the vote of such owners will not be considered in determining the requirement for a quorum nor for any other purpose.

2.6. Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and will be valid only for the particular meeting designated in the proxy and must be filed with the Secretary or Assistant Secretary before the appointed time of the meeting or any adjournment of the meeting.

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.

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

- a. Election of chairman of the 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. Election of directors.
- h. Unfinished business.
- i. New business.
- j. Adjournment.

2.9. Proviso. Provided, however, that until such time as the Developer shall relinquish control of the Association to the condominium unit owners, other than the Developer, the proceedings of all meetings of the members of the Association shall have no effect unless approved by the Board of Directors. Within sixty (60) days after unit owners, other than the Developer, elect a majority of the directors of the Association, the Developer shall relinquish control of the Association to the unit owners.

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.

3.2. Election of directors will be conducted in the following manner:

a. Election of directors will be held at the annual members' meetings.

b. A nominating committee of three (3) members will be appointed by the Board of Directors not less than forty-five (45) 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.

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 arising by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of members will be filled by the remaining directors.

e. Any director may be removed with or without cause by vote of a majority of all unit owners 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 at the same meeting.

f. The first election of directors by condominium unit owners, other than the Developer, shall not be held until after the Developer has closed the sales of fifteen percent (15%) of the condominium units that will be operated ultimately by the Association. At such time as the condominium unit owners, other than the Developer, own fifteen percent (15%) of the condominium units that will be operated ultimately by the condominium association, the said unit owners shall be entitled to elect one-third (1/3) of the directors of the Association. The condominium unit owners, other than the Developer, shall have the right to elect the majority of the directors of the Association three (3) years after the Developer has closed the sales of fifty percent (50%) of the condominium units that will be operated ultimately by the Association, or three (3) months after the Developer has closed the sales of ninety percent (90%) of the condominium units that will be operated ultimately by the Association, or at such time as all of the condominium units that will be operated ultimately by the Association have been completed and some of them have been conveyed to purchasers, should the Developer discontinue offering unsold condominium units in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect at least one (1) director as long as the Developer holds for sale in the ordinary course of business five percent (5%) or more of the condominium units in the condominiums which are to be operated by the Association. The Developer may, at Developer's sole discretion, elect to allow the condominium unit owners, other than the Developer, to elect a majority of the Board of Directors before the occurrence of the aforementioned events, and relinquish control of the Association at that time.

3.3. 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.

3.4. The organizational meeting of each newly-elected Board of Directors will 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 such organizational meeting will be necessary.

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 meetings will be given to each director, personally or by mail, telephone or telegraph, at least forty-eight (48) hours prior to such meeting.

3.6. Special meetings of the directors may be called by the President and must be called by the Secretary or Assistant Secretary at the written request of one-third of the directors. Not less than forty-eight (48) hours notice of the meeting will be given to each director, personally or by mail, telephone or telegraph, which notice will state the time, place and purpose of the meeting.

3.7. Notice of Meetings. Meetings of the Board of Directors shall be open to all condominium unit owners and notice of such meetings shall be posted at a conspicuous location at the condominium forty-eight (48) hours in advance of the meeting; except, however, in the case of an emergency meeting held by the Board of Directors.

3.8. 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.

3.9. 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 a greater number of directors is required by the Declaration of Condominium, the Articles of Incorporation or these Bylaws.

3.10. 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.

3.11. Joinder in meeting by approval of minutes. The joinder of a director in the action of a meeting by a director signing and concurring in the minutes of that meeting will constitute the presence of such director for the purpose of determining a quorum.

3.12. The presiding officer of directors' meetings will be the chairman of the Board of Directors if such an officer has been elected; and if none, the President will preside. In the absence of the presiding officer, the directors present will designate one of their number to preside.

3.13. The order of business at directors' meetings will be:

- a. Calling of roll.
- b. Proof of due 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.

3.14. Directors' fees 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 agents, contractors or employees, subject only to approval by apartment owners when such is specifically herein or elsewhere required.

## 5. OFFICERS.

5.1. The executive officers of the Association will be a President, who will be a director, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, all 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, with or without cause. Any person may hold two or more offices except that the President shall not also be the Secretary or Assistant 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 determine is necessary or 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 powers 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 in the absence or disability of the President will exercise the powers and perform the duties of the President. He will also assist the President generally 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 meetings 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 Secretary of the Association and as may be required by the directors or the President.

5.5. The Assistant Secretary in the absence or disability of the Secretary will perform the duties of the Secretary. He will also assist the Secretary generally and perform such other duties as shall be prescribed by the directors.

5.6. The Treasurer will have custody of all property of the Association, including funds, securities and evidences of indebtedness. He will keep the books of the Association in accordance with good accounting practices; and he will perform all other duties incident to the office of Treasurer.

5.7. The Assistant Treasurer in the absence or disability of the Treasurer will perform the duties of the Treasurer. He will also assist the Treasurer generally and perform such other duties as shall be prescribed by the directors.

5.8. No compensation will be paid to officers of the Association.

## 6. FISCAL MANAGEMENT.

The provisions for fiscal management of the Association will be as set forth in the Declaration of Condominium, supplemented by the following:

6.1. Accounts. The receipts and expenditures of the Association will be credited and charged to accounts under the following classifications, as shall be appropriate, all of which expenditures shall be deemed common expenses:

a. Current expense, which will include all receipts and expenditures within the year for which the budget is made including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves or to additional improvements. The balance in this fund at the end of each year will be applied to reduce the assessments for current expense for the succeeding year.

b. Reserve for deferred maintenance, which will include funds for maintenance items that occur less frequently than annually.

c. Reserve for replacement, which will include funds for repair or replacement required because of damage, depreciation or obsolescence.

d. Betterments, which will include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

6.2. Budget. The Board of Directors will adopt a combined budget for each calendar year that will include the estimated funds required to defray the common expenses and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices, as follows:

a. Current expense.

b. Reserve for deferred maintenance, the amount for which will not exceed one hundred fifteen percent (115%) of the budget for this account for the prior year, once an initial reserve is established.

c. Reserve for replacement, the amount for which will not exceed one hundred fifteen percent (115%) of the budget for this account for the prior year, once an initial reserve is established.

d. Proviso. Provided, however, that the amount for each budgeted item may be increased over the foregoing limitations when approved by apartment owners entitled to cast not less than a majority of the votes of the entire membership of the Association; and further provided, however, that the Developer shall not be assessed as a unit owner for any capital improvements as long as the Developer holds a condominium unit for sale in the ordinary course of business.

e. Copies of Budget. A copy of the proposed annual budget and assessments shall be mailed to each member not less than thirty (30) days prior to the Board of Directors meetings at which the budget will be considered, together with a notice setting forth the time and place of that meeting. Such a meeting shall be open to all members of the Association.

f. Submission of Budget. The Board of Directors may submit the proposed budget to the members for their approval at a meeting of the members called for that purpose.

g. Limitations. As long as the Developer is in control of the Association, the Board of Directors shall not impose an assessment for Current Expense for any year greater than one hundred fifteen percent (115%) of the prior year's assessment unless approved by a majority of the members.

6.3. Assessments. 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 four equal installments on the first day of January, the first day of April, the first day of July and the first day of October 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 if the accounts of the amended budget do not exceed the limitations for that year. Any account that exceeds such limitation will be subject to the approval of the membership of the Association as previously required by these Bylaws. The unpaid assessment for the remaining portion of the calendar year for which the amended assessment is made will be due in equal installments on the first day of each month remaining in the year for which an assessment is due.

6.4. Acceleration. If an apartment owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate all remaining quarterly installments of the assessment for the year upon notice to the apartment owner, and then the unpaid balance of that year's assessment shall become due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the apartment 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.

6.5. Assessments for emergencies. Assessments for emergencies that cannot be paid from the annual assessments of 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 a majority 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.

6.6. 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 shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by such persons as are authorized by the directors.

6.7. 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.

6.8. Fidelity bonds may be required by the Board of Directors from all persons handling or responsible for Association funds. The amount of such bonds shall be determined by the directors. The premiums on such bonds shall be paid by the Association.

## 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 Bylaws.

## 8. AMENDMENTS.

These Bylaws may be amended in the following manner:

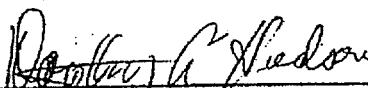
8.1. Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

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. Except as elsewhere provided, such approvals must be either by:

- a. not less than a majority of the entire members of the Board of Directors; and
- b. not less than seventy-five percent (75%) of the entire membership of the Association; or
- c. until a majority of the Board of Directors are elected by the condominium unit owners, other than the Developer, by not less than a majority of the entire Board of Directors; provided the amendment does not increase the number of apartments or alter the boundaries of the common elements.

8.3. Proviso. Provided, however, that no amendment will discriminate against any member, unless the member so affected shall consent; and no amendment will affect or impair the validity or priority of any mortgage covering any apartment, or affect or impair the rights of a lessor under any leases made by the Association.

The foregoing were adopted as the Bylaws of WEST PASSAGE ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors.

  
~~Secretary~~  
 Assistant Secretary

Approved:

  
 President



CONSENT OF MORTGAGEE

INDIAN RIVER FEDERAL SAVINGS AND LOAN ASSOCIATION, Vero Beach, Florida, a corporation organized and existing under the laws of the United States, hereinafter called "Mortgagee", the owner and holder of a mortgage dated August 25, 1978, and recorded on August 29, 1978, in Official Record Book 571, page 2370, of the public records of Indian River County, Florida, covering the following described lands in Indian River County, Florida:

Lots 122, 123, 124 and the North 28 feet of Lot 121, THE MOORINGS, UNIT II, according to the plat thereof filed in the office of the Clerk of the Circuit Court of Indian River County, Florida, in Plat Book 8, Page 28C.

pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes consents to the Declaration creating the WEST PASSAGE, a condominium, on the above described land and subordinates its mortgage interest to such Declaration.

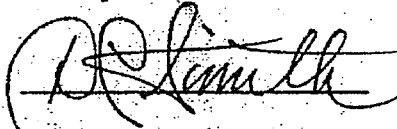
INDIAN RIVER FEDERAL SAVINGS & LOAN ASSOCIATION

By: 

ATTEST: 

(Corporate Seal)

Signed, sealed and Delivered  
in the presence of:

  
Betty A. Cook

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, personally  
appeared Ben E. Thompson, Jr. and Janet L. Fry  
respectively President and Asst. Secretary  
of the INDIAN RIVER FEDERAL SAVINGS AND LOAN ASSOCIATION, Vero Beach  
Florida, a corporation organized and existing under the laws of the  
United States, to me known to be the persons described in and who  
executed the foregoing instrument, and severally acknowledged the  
execution thereof to be their free act and deed as such officers,  
for the uses and purposes therein mentioned; and that they affixed  
thereto the official seal of said corporation, and the said instrument  
is the act and deed of said corporation.

WITNESS my hand and official seal in the State and County  
aforesaid, this 20th day of September, 1979.

Betty A. Cook

Notary Public, State of Florida at Largo

My commission expires

NOTARY PUBLIC STATE OF FLORIDA AT LARGO  
MY COMMISSION EXPIRES MAY 12 1981  
BONDED THRU GENERAL INS. UNDERWRITERS

CONSENT OF MORTGAGEE

CITIBANK, N. A., a national banking association organized and existing under the laws of the United States of America, hereinafter called Mortgagee, the owner and holder of certain mortgages upon the following described lands in Indian River County, Florida:

Lots 122, 123, 124 and the North 28 feet of Lot 121, THE MOORINGS, UNIT II, according to the plat thereof filed in the office of the Clerk of the Circuit Court of Indian River County, Florida, in Plat Book 8, page 28C.

one of which mortgages is dated September, 21, 1973, and recorded in the office of the Clerk of the Circuit Court in and for the County of Indian River, State of Florida, in Official Record Book 448, Page 124, and one of which said mortgages is dated June, 22, 1978, and recorded in the office of the Clerk of the Circuit Court in and for the County of Indian River, State of Florida, in Official Record Book 571, Page 536, and which said mortgages were further secured by Financing Statements recorded in the office of the Clerk of the Circuit Court in and for the County of Indian River, State of Florida, in Official Record Book 448, Page 338, and in Official Record Book 487, Page 505, pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, consents to the creation of WEST PASSAGE, a condominium, on the aforementioned lands, and the Mortgagee agrees that the lien of the Mortgagee's mortgages shall be upon the following described property in Indian River County, Florida:

Apartments 101 through 111 inclusive,  
Apartments 201 through 211 inclusive, and  
Apartments 302 through 310 inclusive  
of WEST PASSAGE, a condominium.

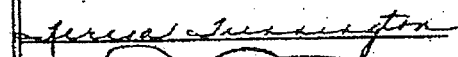
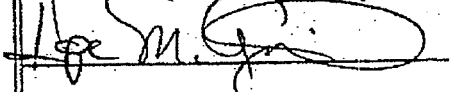
TOGETHER WITH all of the appurtenances to the above mentioned apartments, including but not limited to, all of the undivided shares in the common elements and all limited common elements.

CITIBANK, N. A.

BY 

ATTEST 

Signed, Sealed and Delivered  
in the presence of:

STATE OF NEW YORK

COUNTY OF NEW YORK

I HEREBY CERTIFY that on this day, before me, personally appeared

H. C. Morgan and H. P. Andrews

respectively VICE President and SENIOR ACCOUNT OFFICER  
of CITIBANK, N. A., New York, New York, a national banking association organized  
and existing under the laws of the United States of America, to me known to be  
the persons described in and who executed the foregoing instrument, and severally  
acknowledged the execution thereof to be their free act and deed as such officers,  
for the uses and purposes therein mentioned; and that they affixed thereto the  
official seal of said corporation, and the said instrument is the act and deed  
of said corporation.

WITNESS my hand and official seal in the State and County aforesaid,  
this 21<sup>ST</sup> day of September, 1979.

Stephen A. Foss

Notary Public. State of New York

My Commission Expires:

STEPHEN A. FOSS  
Notary Public, State of New York  
No. 24-4605400  
Qualified in Kings County  
Commission Expires March 30, 1981



237105

WEST PASSAGE, A CONDOMINIUM,  
Indian River County, Florida  
CERTIFICATE OF AMENDMENT OF  
DECLARATION OF CONDOMINIUM

We, JORGE GONZALEZ, President, and DOROTHY A. HUDSON, Assistant Secretary, hereby certify that the following Resolution was adopted at the Board of Directors' meeting of WEST PASSAGE ASSOCIATION, INC., a Florida corporation, held on October 11, 1979:

RESOLVED, that, Exhibit B recorded in Official Record Book 591, at page 1717, of the public records of Indian River County, Florida, having been found to be in error in that there are two apartments shown as bearing the number 303, it is hereby changed and amended by the Exhibit B attached hereto and made a part hereof to correctly reflect an apartment designated 302 and a separate apartment designated 303.

We further certify that the above is a true copy of the Resolution amending the Declaration of Condominium of West Passage Association, Inc., as recorded in Official Record Book 591, at page 1690, of the public records of Indian River County, Florida, which Resolution was duly adopted by a majority of the Board of Directors at a meeting held on October 11, 1979, in accordance with the requirements of ARTICLE XIX, AMENDMENTS, (B) Resolution (b) of the Declaration of Condominium for its amendment, and the adoption of the Resolution appears upon the minutes of that meeting and is unrevoked.

EXECUTED at Vero Beach, Florida, this 16<sup>th</sup> day of October, 1979.

WEST PASSAGE ASSOCIATION, INC.

WITNESSES:

BY

President

ATTEST:

Assistant Secretary

Cayman L. Carroll  
to corporate officers

[Signature]  
[Signature]

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STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

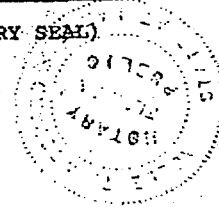
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JORGE GONZALEZ and DOROTHY A. HUDSON, well known to me to be the President and Assistant Secretary respectively of the corporation named in said instrument, and that they severally acknowledged executing the above in the presence of two subscribing witnesses 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 County and State last aforesaid this 16th day of October, 1979.

*Abel T. Hoodard*  
Notary Public, State of Florida at  
Large. My commission expires:

3-4-83

(NOTARY SEAL)



This Instrument Prepared By:

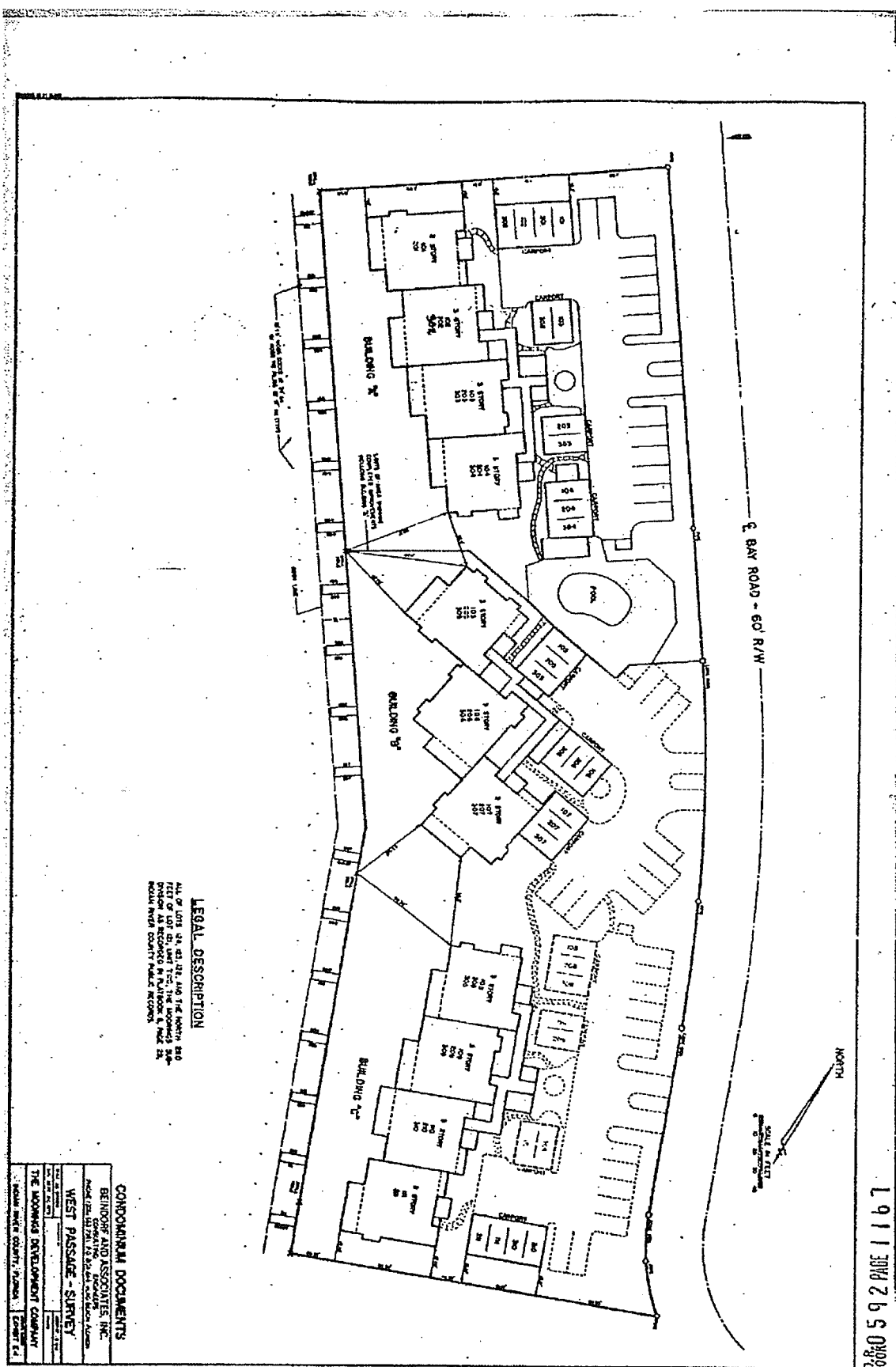
Charles R. McKinnon, of  
McKinnon & Stewart, Chartered  
P. O. Box 3345  
Vero Beach, Florida 32960

BY *John H. Wright*  
INDIAN RIVER CO., FLA.  
CLERK OF CIRCUIT COURT  
FREDA WRIGHT

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**LEGAL DESCRIPTION**

ALL OF LOTS 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.

<b>CONDOMINIUM DOCUMENTS</b>	
BEINDORF AND ASSOCIATES, INC.	
PROJECT: WEST PASSAGE - SURVEY	
THE MOONING DEVELOPMENT COMPANY	
NORTH WEST COUNTY, FLORIDA	
SHEET 14	

L 911 PAGE 265 08:00

EXHIBIT "B"

239682

WEST PASSAGE, A CONDOMINIUM  
Indian River County, Florida

CERTIFICATE OF AMENDMENT OF

DECLARATION OF CONDOMINIUM

We, CHRISTOPHER J. BLACKMAN, Vice President, and DOROTHY A. HUDSON, Assistant Secretary, of The Moorings Development Company, Developer of a condominium, located in Indian River County, Florida, pursuant to Florida Statute 718.104(e), hereby amend the Declaration of Condominium hereinafter set forth, Exhibit "B", recorded at Official Record Book 591, page 1717, amended at Official Record Book 592, page 1165, and Exhibit "C", recorded at Official Record Book 591, page 1735, both of the public records of Indian River County, Florida, be amended by the Exhibit "B", and Exhibit "C", attached hereto and made a part hereof to reflect the substantial completion of Building "B", West Passage, and all planned improvements relating thereto.

We further certify that the above is a true copy of the amendment to the Declaration of Condominium of West Passage Association, Inc. as recorded in Official Record Book 591, at page 1690, amended by Official Record Book 592 at 1165, of the public records of Indian River County, Florida.

EXECUTED at Vero Beach, Florida, this 21<sup>st</sup> day of November, 1979.

THE MOORINGS DEVELOPMENT COMPANY

BY

*Christopher J. Blackman*  
Vice President

WITNESSES:

*Addie T. Hoodward* ATTEST:

*Carmen J. Carroll*  
As to corporate officers

*Dorothy A. Hudson*  
Assistant Secretary

(Corp. Seal)



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 CHRISTOPHER J. BLACKMAN and DOROTHY A. HUDSON, well known to me to be the Vice President and Assistant Secretary respectively of the corporation named in said instrument, and that they severally acknowledged executing the above in the presence of two subscribing witnesses 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 County and State last aforesaid this 21st day of November, 1979.

*Adelle T. Woodward*

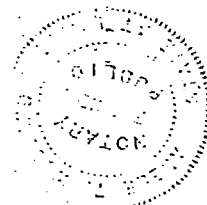
Notary Public, State of Florida at  
Large. My commission expires:

3-4-83

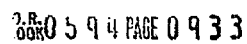
(NOTARY SEAL)

This instrument prepared by:

Charles R. McKinnon, of  
McKinnon & Stewart, Chartered  
P. O. Box 3345  
Vero Beach, Florida 32960



FILED IN 40000  
BOOK 40000  
RECORDED  
1979 NOV 21 PM 3:29  
FRED WRIGHT  
CLERK OF DISTRICT COURT  
INDIAN RIVER COUNTY, FLA.  
BY *Charles R. McKinnon*, D.C.



WEST PASSAGE, A CONDOMINIUM (BUILDING B)

Indian River County, Florida

EXHIBIT C ADDENDUM

I, James L. Beindorf, Vero Beach, Florida, certify as follows:

1. That I am a land Surveyor, duly authorized to practice in the State of Florida, having Certificate of Registration No. 921, State of Florida.
2. That this Certificate is made as to WEST PASSAGE, a Condominium, Building B, located in Indian River County, Florida, and in compliance with Chapter 718, Florida Statutes.
3. That the construction of the improvements described in the foregoing Declaration of Condominium is sufficiently complete so that with the survey of the land as set forth in Exhibit A attached hereto, together with the plot plans as set forth in Exhibit B attached hereto, showing the apartment buildings and common elements, together with the wording of the foregoing Declaration of Condominium, there can be determined therefrom the identification, location and dimensions of each unit, the common elements and limited common elements, and that the aforementioned material is an accurate representation of the location and dimensions of the improvements.

*James L. Beindorf*  
 Land Surveyor, Certificate of  
 Registration No. 921  
 State of Florida.

Sworn to and subscribed before me,  
 this 20th day of November,  
 1979.

*Morna M. Kaine*  
 Notary Public, State of Florida at  
 Large. My Commission expires: April 21, 1982

241370

WEST PASSAGE, A CONDOMINIUM  
Indian River County, Florida

CERTIFICATE OF AMENDMENT OF  
DECLARATION OF CONDOMINIUM

We, JORGE GONZALEZ, President, and DOROTHY A. HUDSON, Assistant Secretary, of THE MOORINGS DEVELOPMENT COMPANY, Developer of a condominium, located in Indian River County, Florida, pursuant to Florida Statute 718.104(e), hereby amend the Declaration of Condominium hereinafter set forth, Exhibit "B," recorded at Official Record Book 591, page 1717, amended at Official Record Book 592, page 1165, and amended at Official Record Book 594, page 933, and Exhibit "C," recorded at Official Record Book 591, page 1735, amended at Official Record Book 594, page 934, all of the public records of Indian River County, Florida, be amended by the Exhibit "B" and Exhibit "C" attached hereto and made a part hereof, to reflect the substantial completion of Building "C," and all buildings, West Passage, and all planned improvements relating thereto.

We further certify that the above is a true copy of the amendment to the Declaration of Condominium of West Passage Association, Inc., as recorded in Official Record Book 591, page 1690, amended by Official Record Book 592 at page 1165, and amended by Official Record Book 594, page 931, of the public records of Indian River County, Florida.

EXECUTED at Vero Beach, Florida, this 19<sup>th</sup> day of December, 1979.

Witnesses:

George J. Lipp  
Dele T. Hubbard

THE MOORINGS DEVELOPMENT  
COMPANY

By: Jorge Gonzalez  
Jorge Gonzalez, President

Attest: Dorothy A. Hudson  
Dorothy A. Hudson  
Assistant Secretary

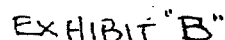
(Corp. Seal)

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me this day personally appeared JORGE GONZALEZ and DOROTHY A. HUDSON, President and Assistant Secretary, respectively, of THE MOORINGS DEVELOPMENT COMPANY, a Florida corporation, known to me to be the persons described in and who executed the foregoing instrument, and they acknowledged to me that they executed the foregoing freely and voluntarily by 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 at Vero Beach, Indian River County, Florida, this 19th day of December, 1979.

*Nancy L. Williamson*  
Notary Public, State of Florida at Large.  
My Commission expires: Aug 28, 1983



WEST PASSAGE, A CONDOMINIUM  
(BUILDING C, AND ALL BUILDINGS OF WEST PASSAGE)

INDIAN RIVER COUNTY, FLORIDA

EXHIBIT C

I, James L. Beindorf, Vero Beach, Florida, certify as follows:

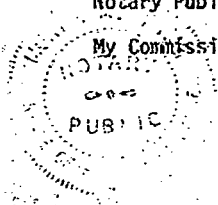
1. That I am a Land Surveyor, duly authorized to practice in the State of Florida, having Certificate of Registration No. 921, State of Florida.
2. That this Certificate is made as to WEST PASSAGE, a Condominium, Building C, and all buildings of West Passage, located in Indian River County, Florida, and in compliance with Chapter 718, Florida Statutes.
3. That the construction of the improvements described in the foregoing Declaration of Condominium is sufficiently complete so that with the survey of the land as set forth in Exhibit A attached hereto, together with the plot plans as set forth in Exhibit B to the original Declaration of Condominium recorded at Official Records Book 591, Page 1690, showing the apartment buildings and common elements, together with the wording of the foregoing Declaration of Condominium, there can be determined therefrom the identification, location and dimensions of each unit, the common elements and limited common elements, and that the aforementioned material is an accurate representation of the location and dimensions of the improvements.

*James L. Beindorf*  
Land Surveyor, Certificate of  
Registration No. 921  
State of Florida

Sworn to and subscribed before me,  
this 19 day of December,  
1979.

*Norma M. Kene*  
Notary Public, State of Florida at Large.

My Commission expires: April 21, 1982



FILED FOR  
BOOK AND PAGE 1597  
RECORDS SECTION  
1979 DEC 19 PM 4:18  
FRED WRIGHT  
CLERK OF COUNTY COURT  
INDIAN RIVER CO. FLA.  
BY *David L. Stewart*

313429

## AMENDMENTS TO BY-LAWS

OF

WEST PASSAGE ASSOCIATION, INC.

By the approval of not less than a majority of the entire membership of the Board of Directors of West Passage Association, Inc., at a meeting of the Board held on February 18, 1982, and by the approval of not less than seventy-five percent (75%) of the entire membership of said Association at the 1982 annual meeting of such members, the following sections of the by-laws of the said Association were amended to read as follows:

2.1 The annual members' meeting will be held at 9:30 a.m. Eastern Standard Time on the second Wednesday in March of each year, or at such hour and date in the first fifteen (15) days of March as may be fixed by the Board of Directors, for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, the meeting will not be held on a legal holiday.

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 or assistant secretary unless waived in writing. Such notice will be in writing and shall be sent by United States mail 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 thirty (30) days prior to the date of the meeting. Written notice of the members' meeting shall also be posted at a conspicuous location at the condominium at least fourteen (14) days prior to any said meeting. Proof of such mailing and posting shall be given by affidavit of the person giving the notice, and for the annual meeting, by a United States post office certificate of mailing. Notice of the meeting may be waived before or after the meeting.

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. Beginning with the 1982 annual meeting, the Board will be divided into two classes, as nearly equal as possible. At the 1982 annual meeting, one class will be elected for a term of one year and the other class for a term of two years. At each succeeding annual meeting directors will be elected for a two-year term to fill the seats of directors whose terms are then expiring.

3.2b A nominating committee of three (3) members will be appointed by the Board of Directors not less than forty-five (45) days prior to the annual members' meeting. The committee will nominate one person for each director whose term expires at such annual meeting. Nominations for additional directorships created at the meeting will be made from the floor, and other nominations may be made from the floor.

1001 Bay Rd. #310  
Vero Beach, FL 33460

8810 114908



3.2d Except as to vacancies arising by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings will be filled by the remaining directors. The term of any director so elected will expire at the next annual meeting at which time a director will be elected to that seat for a one- or two-year term, as appropriate.

3.3 The term of each director's service will extend until the annual meeting of the members at which his term expires and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

6.6 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 shall be deposited. Withdrawal of monies from such accounts shall be only by check signed by such persons as are authorized by the directors. With the approval of the Board of Directors, the monies of the Association may be invested in United States Government Treasury Bills or in mutual funds or other funds consisting solely of debt obligations of, or guaranteed by, the United States Government, and having a maturity of not more than one year.

IN WITNESS WHEREOF, The undersigned, being the <sup>vice</sup> president and secretary of West Passage Association, Inc., have executed these amendments to the by-laws of West Passage Association, Inc. this 7th day of April, 1982.



Garfield Hagman  
Vice President

John R. Taylor  
Secretary

SIGNED, SEALED AND DELIVERED in the presence of:

[Signature] (Seal)  
[Signature] (Seal)

000064 JUNE 07 89

SECRET

09-06-1950 0790