

AMENDED & RESTATED BYLAWS FOR LAKES AT BOCA RATON

ARTICLE I

Definitions

All terms used herein which are defined in the Declaration of Covenants, Conditions and Restrictions for Lakes at Boca Raton (the "Declaration" hereinafter), shall be used herein with the same meanings as defined in said Declaration.

ARTICLE II

Location of Principal Office

The principal office of the Association shall be located in the Community Center at 10551 Lakes at Boca Raton Blvd., Boca Raton, Florida, or at such other place as may be established by resolution by the Association's Board of Directors.

ARTICLE III

Voting Rights and Assessments

Section 1. Every person or entity who is a Parcel Owner shall be a Member of the Association, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from, ownership of any Parcel which is subject to Assessment.

Section 2. Assessments and late fees as imposed by the Association's Board of Directors and installments thereon not paid when due shall bear interest from the date when due until paid, at the rate set forth in the Declaration, and shall result in the suspension of voting privileges as provided by Florida law and suspension of the use of the recreation facilities during any period of such non-payment.

ARTICLE IV

Board of Directors

Section 1. A majority of the Association's Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board.

Section 2. Any vacancy occurring on the Association's Board of Directors because of death, resignation or other termination of services of any Director shall be filled by majority vote of the Board, as provided for in Article VII (f) of the Articles of Incorporation.

ARTICLE V

Annual Members Meeting; Election of Directors

Section 1. Time and Location of Meeting.

The Annual Members Meeting shall be held during the month of January on a Monday or Tuesday night no earlier than 7:00 p.m., as determined in the sole discretion of the Association's Board of

Directors, at a location that should seat at least 100 people and is located not more than five (5) miles from Lakes at Boca Raton.

Section 2. First Notice.

The Association shall mail the First Notice of the Annual Members Meeting to all Members not less than 45 days prior to the date the meeting is to be held. This mailing shall announce the date, time, location and agenda of said meeting. It shall also include a self-nomination form for those Members who want to be a candidate for election to the Association's Board of Directors. The completed nomination form must be delivered to the Association's office on or about December 15.

Section 3. Last Notice.

The Last Notice of the forthcoming Annual Members Meeting shall be mailed to all Members not less than 30 days before said meeting. This mailing will include the self-nomination forms of all candidates for election to the Association's Board of Directors at the Annual Members Meeting, along with an absentee ballot and an absentee ballot return envelope to enable Members to vote for Board candidates. Said mailing shall also include a limited proxy for the purpose of establishing a quorum of 15% of total voting interests so that the Annual Members Meeting can be called to order and the election of Board Directors can take place. A quorum of 30% will be required to vote on any other matter at this meeting.

Section 4. Absentee Ballots.

Absentee ballots, sealed in an absentee ballot envelope that bears the signature of the voter just below the voter's name and address label, must be delivered to the HOA office no later than 3 p.m. on the day of the Annual Members Meeting. The Property Manager shall place all sealed absentee ballot envelopes in the ballot lockbox upon receipt after recording the name and address of each absentee voter on the Absentee Voter Registration Form.

Section 5. In-Person Ballots.

Each voting Member who attends the Annual Members Meeting shall be given an in-person ballot at the registration table, unless they have previously submitted an absentee ballot as recorded on the Absentee Voter Registration Form.

Section 6. Nominations from the Floor.

Following the establishment of the 15% quorum and the call of the meeting to order, the Association's President will announce that any Member has the right to self-nominate or nominate another Member as a write-in candidate for an available Board seat. The President shall then call for several volunteers to tabulate the ballots.

Section 7. Ballot Tabulation.

After nominations are closed, the President shall call for all in-person ballots to be deposited in the ballot lockbox. Thereafter, the tabulation volunteers shall commence the tabulation of the absentee and in-person ballots in the presence of the Members. While the vote tabulation is taking place, the floor shall be open for Members to address the Board on any topic.

Section 8. Announcement of New Directors.

At the conclusion of the meeting, the President shall announce the names of the successful candidates elected to the Association's Board of Directors and, if there are no further questions or comments from the Members, adjourn the meeting.

Article VI
Powers and Duties of the Board of Directors

Section 1. The Association's Board of Directors shall have power:

- (a) To call meetings of the Members.
- (b) To appoint at pleasure all agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient.
- (c) To establish, levy and assess, and collect the Assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Association's Board of Directors.
- (d) To adopt, publish and enforce rules and regulations governing the use of the Common Area or any parcel thereof and the personal conduct of the Members and their guests thereon, including suspension of privileges.
- (e) To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.
- (f) To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to Members in the Declaration.
- (g) To exercise all powers conferred on Directors as set forth in Chapters 607 and 617 of the Florida Statutes.

Section 2. It shall be the duty of the Association's Board of Directors:

- (a) To cause to be kept a complete record of all acts and corporate affairs.
- (b) To supervise all Officers, agents and employees of this Association and to see that their duties are properly performed.
- (c) With reference to Assessments of the Association:
 - (i) To fix the amount of the Assessment against each Member for each Assessment period at least thirty days in advance of such date or period.
 - (ii) To prepare a roster of the Members and Assessments applicable thereto, which shall be kept in the office of the Association or their agent and shall be opened to inspection by any Member.
 - (iii) To send written notice of each Assessment to every Member subject thereto.
- (d) To issue, or cause an appropriate Officer to issue, upon demand by any person, a certificate setting forth whether any Assessment has been paid. Such certificate shall be prima facie evidence of any Assessment therein stated to have been paid.

Article VII.
Directors & Meetings

Section 1. Member meetings and meetings of the Association's Board of Directors shall be noticed as follows:

- (a) **First** Notice of the Annual Members Meeting shall be mailed to each Member no less than 45 days prior to the meeting.
- (b) Notice of a special meeting of the Members shall be mailed to each Member no less than 14 days prior to the meeting.
- (c) Notice of the regular and special meetings of the Association's Board of Directors shall be posted in a conspicuous place at least 48 hours prior to the meeting.
- (d) Notice of a Directors' meeting may be waived provided each Director for that meeting signs a Notice of Waiver of Meeting.

Section 2. Special meetings of the Association's Board of Directors shall be held when called by the President or Vice President of the Association or by any three (3) Directors.

Section 3. The transaction of any business at any meeting of the Association's Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 4. If a Board member fails to attend three (3) consecutive regular and duly noticed meetings of the Association's Board of Directors without having received prior approval from the majority of the Board, that Board member shall be involuntarily dismissed from the Board and his or her term of office shall be replaced as set forth in Article VII (f) of the Articles of Incorporation.

Section 5. All Directors must be Members of the Association.

ARTICLE VIII.
Officers

Section 1. The Officers shall be a President, a Vice President, a Secretary and a Treasurer, and such other Officers as may be determined by the Association's Board of Directors, in accordance with the Amended Articles of Incorporation. All Officers must also be members of the Board.

Section 2. The Officers of the Association shall be elected by a majority vote of the Association's Board of Directors. The President or most senior remaining member of the Board shall cause an organizational meeting to be held to elect Officers for the remaining Association year not less than one (1) nor more than five (5) business days following the Annual Members Meeting. Said meeting shall include newly elected members of the Board and exclude outgoing members of the

Board. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his or her successor shall have been duly elected.

Section 3. A vacancy in any office because of death, resignation or other termination of service may be filled by appointment by the Association’s Board of Directors for the unexpired portion of the term.

Section 4. All Officers shall hold office at the pleasure of the Association’s Board of Directors.

Section 5. The President shall preside at all meetings of the Association’s Board of Directors, and shall see that orders and resolutions of the Board are carried out.

Section 6. The Vice President shall perform all the duties of the President in his or her absence, and shall perform such other acts and duties as may be assigned by the Association’s Board of Directors.

Section 7. The Secretary, or an agent designated by the Association’s Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose, sign all certificates of membership, keep the records of the Association and record in the file kept for that purpose all the names of the Members of the Association, together with their addresses.

Section 8. The Treasurer, or an agent designated by the Association’s Board of Directors, shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board, provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not be, a required signatory on checks and notes of the Association. The Treasurer, or an agent designated by the Board, shall keep proper books of account, cause an annual audit of the Association books be made by a certified public accountant at the completion of each fiscal year, and prepare an annual budget and an annual balance sheet statement. The budget and balance sheet statement shall be open for inspection upon reasonable request by a Member.

ARTICLE IX
Committees

Section 1. All Association committees and their members shall be appointed by the Association’s Board of Directors. Existing committees and their members are subject to reappointment by the Board within 30 days of the Annual Members Meeting, either at the Board’s annual organizational meeting or the regular February Board meeting. The Board may also appoint new committees and new members of any committees at any other regular Board meetings. Committee members serve at the pleasure of the Board.

Section 2. Each committee, other than the Compliance Committee, shall consist of a chairperson and two (2) or more members, at least one of whom must be a member of the Association’s Board of Directors.

Section 3. The Architectural Control Committee (ACC) shall be appointed, shall serve, and shall have the duties and functions as described in the Declaration. A party aggrieved by a

decision of the ACC shall have the right to make a written appeal to the Association's Board of Directors within thirty (30) days of such decision. The determination of the Board upon review of the ACC's decision shall in all events be final.

Section 4. The committees appointed and so empowered by the Board of Directors (except for the Compliance Committee) shall have the power to appoint subcommittees from among their membership and may delegate any of its powers, duties and functions to any such subcommittees.

Section 5. The Compliance Committee (CC) shall consist of at least three (3) members appointed by the Association's Board of Directors. The members of the CC shall not be Officers, Directors or employees of the Association or the spouse, parent, child, brother or sister of an Officer, Director or employee of the Association. The CC has the authority to consider and approve a fine or suspension of privileges, including use of the Common Area of the Association. The Member who is alleged to be in violation shall receive at least 14 days notice prior to any hearing at which a fine or suspension of privileges against that Member is being considered, and that Member shall have an opportunity to present his or her case at a hearing before the CC. Any fine or suspension must be approved by a majority vote of the CC. In addition to any fine or suspension of privileges, the Association shall continue to have the right to seek injunctive relief and have all other remedies available pursuant to the Association's Governing Documents and Florida law. The procedures set forth in this paragraph are a prerequisite only for the imposition of a fine or suspension of privileges and not any other remedies available to the Association. The Board shall promulgate rules and regulations for the CC.

Section 6. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its scope of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director, Officer or agent of the Association which is further concerned with the matter presented.

ARTICLE X

Books and Papers

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member.

ARTICLE XI

Seal

The Association shall have a seal in circular form having in its circumference the words: Lakes at Boca Raton Homeowners Association, Inc., a non-profit corporation, 1985.

ARTICLE XII

Amendments

These Bylaws may be altered, amended or rescinded in the manner provided by the Declaration, whereby the Association's Board of Directors is solely empowered to amend the Bylaws by majority vote. Any amendment must be recorded in the public records of Palm Beach County, Florida.

