

MAY-10-1994 3:54PM 94-165042
ORB 8255 Pg 1084
RECORDS MANAGEMENT DIVISION

CERTIFICATE OF AMENDMENT TO THE
BY-LAWS OF UNO LAGO
ENVIRONMENTAL ASSOCIATION, INC.

WHEREAS, the By-Laws of the Uno Lago Environmental Association, Inc. were recorded in Official Record Book 6119, Page 1628, Public Records of Palm Beach, Florida;

WHEREAS, Article IX, B of the By-Laws provides that the By-Laws may be amended by the vote of not less a majority of the voting interests of the entire membership of the Association;

WHEREAS, on December 15, 1993, at least a majority of the voting interests of the entire membership of the Association did approve the amendments to the By-Laws as contained in Exhibit "1" attached to this Certificate;

WHEREAS, the amendments to the By-Laws shall be filed and recorded in the Public Records of Palm Beach County, Florida;

NOW THEREFORE, the By-Laws are hereby amended in the particulars as stated in Exhibit "1" attached hereto; the amendments shall run with the real property subject to the jurisdiction of UNO LAGO ENVIRONMENTAL ASSOCIATION, INC., and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner and occupant thereof; and except as otherwise amended hereby, the By-Laws shall remain unchanged and in full force and effect.

JL
PREPARED BY:
LEVINE, FRANK & EDGAR, P.A.
3300 PGA BOULEVARD, SUITE 500
PALM BEACH GARDENS, FL 33410
(407) 626-4700

This

CERTIFICATE OF ADOPTION OF AMENDMENTS

WE HEREBY CERTIFY that the attached amendments were duly adopted as amendments to the above-referenced By-Laws; and the required percentage of the members' votes did approve same.

DATED this 7th day of January, 1994.

WITNESSES: UNO LAGO ENVIRONMENTAL ASSOCIATION, INC.

Sign [Signature]
Print Marina Dial

By: Sign [Signature]
PRESIDENT

Print Raymond E. Gerziotto
Current Address 1200 Marine Way
P.O. Box 33408

Sign [Signature]
Print David Antohick

By: Sign [Signature]
SECRETARY

Print KIMBERLY D. POPE

Sign [Signature]
Print Marina Dial

Current Address 2557A GreenGate
WEST PALM BEACH FL
33418

Sign [Signature]
Print David Antohick

This is a copy

ORB 8255 Pg 1086

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7 day of January, 1994, by Raymond & Grazzetta and Kimberly D. Pate, president and secretary, respectively of UNO LAGO ENVIRONMENTAL ASSOCIATION, INC., a Florida Corporation not for profit, on behalf of the corporation.

[Signature]
(Signature of Notary Public -- State of Florida)

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 6, 1994
BONDED THRU GENERAL INS. UND.

(Print, type or stamp commissioned name of notary public)



Personally known OR Produced Identification
Type of Identification Produced _____

UNO LAGO ENVIRON. ASSOC.

RECORDER'S MEMO: Legibility
of Writing, Typing or Printing
unsatisfactory in this document
when received.

Exhibit "1"

AMENDMENTS TO THE BY-LAWS OF THE
UNO LAGO ENVIRONMENTAL ASSOCIATION, INC.

As used herein the following shall apply:

- A. Words in the text are lined through with (---) indicate deletions from the present text.
- B. Words in the text which are underlined indicate additions to the present text.
- C. If a proposed change is so extensive that the underlining and strike through procedure would hinder, rather than assist, the understanding of the proposed amendment, underlining and hyphens shall not be used; rather, a notation shall be inserted immediately preceding the proposed amendment that there is substantial rewording of the document and to look to the section of the document for the present text.

-
- 1. Articles III.A and B of the By-Laws shall be deleted in their entirety and substituted with the following: **SUBSTANTIAL REWORDING OF BY-LAWS. SEE ARTICLES III.A AND B FOR PRESENT TEXT**

"ARTICLE III

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board consisting of three (3) persons. At each annual meeting, the Developer shall be permitted to cast ballots for only two of three Directors, and shall never cast any of its ballots for the third Director. Unit Owners other than the Developer may cast ballots only for the third Director. The candidates receiving the highest number of ballots cast by the Owners other than the Developer, shall be declared elected for the third Director position; any tie shall be determined by the flip of a coin. A Director shall be an Owner or his spouse, or a director, officer or manager of a corporate Owner.

B. Term; Resignation; Recall; Vacancy.

- 1. Term. Each Director shall be elected at the annual meeting and shall serve for a term of one year, until his successor is duly elected, unless he sooner resigns or is recalled.

REORDERER'S MEMO: Legibility
 of Writing, Typing or Printing
 unsatisfactory in this document
 when received.

RECORDER'S MEMO: Legibility
of Writing, Typing or Printing
unsatisfactory in this document
when received.

ORB 8255 Ps 1088

Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors or to the president or secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the vacancy may be filled before the effective date if it is provided that the successor does not take office until the effective date. A written resignation once tendered cannot be rescinded. Oral resignations shall not be considered effective.

3. Removal of Directors (Recall). Any or all Directors may be removed with or without cause by a majority of the votes of the members, either by a written agreement or at any meeting called for that purpose.
- a. By Written Agreement. If a proposed recall is sought by written agreement, a separate agreement is required for each member of the Board being recalled.
 - b. By Special Meeting. The proposed recall of more than one member of the Board shall require a separate vote for each member sought to be recalled.
 - c. Re-election. Any Director recalled shall not be eligible for re-election until the next regular election meeting.
 - d. Provisos. A Director elected or appointed by the Developer cannot be recalled by Owners other than the Developer. A Director elected by the Owners other than the Developer, cannot be recalled by the Developer.

4. Vacancies on the Board.

- a. A Vacancy Other than in Connection with Recall. If the office of any Director or Directors becomes vacant for any reason, other than recall as provided for in Section B.3(a) or B.3(b) above, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors who shall hold office for the unexpired term of his predecessor

RECORDER'S MEMO: Legibility
of Writing, Typing or Printing
unsatisfactory in this document
when received.

ORB 8255 Pg 1089

in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Vacancy In Connection with Recall.

If a vacancy occurs on the Board as a result of a recall by written agreement under Section B.3(a) above, and the removed Director is a Director elected or appointed by the Developer, the Board shall fill the vacancy. However, only the Developer-appointed/
elected directors shall vote to fill the vacancy at the Board meeting. If the removed Director is a non-Developer elected Director, then the Directors shall fill the vacancy based on the results of a straw vote taken from the Owners present at the Board meeting at which the vacancy is filled by the Board.

- ii. If a vacancy occurs on the Board as a result of recall by vote under Section B.3(b) above, then any vacancies created thereby shall be filled by the members at the meeting of the Owners. However, where a Developer-appointed or elected Director is removed by the Developer, then only the Developer shall be entitled to vote for the successor; and any vacancy caused by a non-Developer-elected Director shall be filled only by the non-Developer Owners.

2. Article VII.B of the By-Laws shall be amended to read as follows:

"B. The Directors shall have the authority to adopt the budget. The Directors shall also have the authority to levy special assessments for any proper common expense."

3. Article IX.B of the By-Laws shall be amended to read as follows:

"B. A resolution adopting a proposed amendment must receive approval of majority 60% of the votes of the membership of the Association.

ORB 8255 Pg 1090
RECORD VERIFIED DOROTHY H WILKEN
CLERK OF THE COURT - PB COUNTY, FL

Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing."

Cityplace-Logo removed by

This is not a certified copy