

This instrument was prepared by:
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05-16-97 10:26AM

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**CERTIFICATE OF AMENDMENT
TO
BY-LAWS
AND ARTICLES OF INCORPORATION
OF
LA COSTA ASSOCIATION, INC.**

WHEREAS, the Declaration of Restrictions of La Costa was duly recorded in Official Records Book 17948 at Page 0700 of the Public Records of Dade County, Florida; and

WHEREAS, La Costa Association, Inc. (hereinafter the "Association") is the entity responsible for the operation of La Costa Community as described in the above referenced Declaration of Restriction; and

WHEREAS, the By-Laws and Articles of Incorporation of the Association were attached as an Exhibit to the aforementioned Declaration; and

WHEREAS, at a duly called and convened meeting of the membership of the Association held on February 10 1997, the amendments to the By-Laws and Articles of Incorporation as set out in Exhibit "A" attached hereto and incorporated herein were duly approved by a vote of the membership in excess of that required by the pertinent provisions of said By-Laws.

NOW, THEREFORE, the undersigned hereby certifies that the amendments to the By-Laws and Articles of Incorporation as set out in Exhibit "A" attached hereto and incorporated herein are a true copy of the amendments as approved by the requisite percentage of the membership of the Association.

WITNESS my signature hereto this 7th day of April, 1997 at Miami, Florida.

Linda M. Pirel
Witness
[Signature]
Witness

LA COSTA ASSOCIATION, INC.

BY: [Signature] President (Seal)
PRINT: Allen Hyman
ATTEST: _____

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STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of April, 1997 by Allen Hyman the _____ of LA COSTA ASSOCIATION, INC. a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced _____ as identification and who ~~did~~ did not take an oath.

Arlene Pitman (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:

ARLENE PITMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0000019
EXPIRES 05/31/97

ARLENE PITMAN
PLEASE PRINT OR TYPE NOTARY SIGNATURE

(4)
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EXHIBIT "A"

AMENDMENTS
TO
BY-LAWS
AND ARTICLES OF INCORPORATION
OF
LA COSTA ASSOCIATION, INC.

(Additions shown by underlining; deletions shown by "---")

1. Amendment to Article 2.3 of the By-Laws as follows:

"Annual Meeting. The annual meeting of the members shall be held within thirty (30) calendar days of the first Monday in April, at 7:00 P.M., at such location in Broward County, Florida, on the first Monday of the month of February of each year, at 2:00 P.M., at such location in Palm Beach County, Florida, as the President or a majority of the Board of Directors determines from time to time and shall specify in writing to the members. ~~Should the date for such annual meeting fall on a holiday, the meeting shall be held on the next succeeding business day. Provided, however, that DEVELOPER shall control the affairs of the ASSOCIATION for the period that is set forth in the Declaration of Restrictions and Paragraph 2.1 above, and no meeting shall be required during that period.~~"

2. Amendment to Article 3.2 of the By-Laws as follows:

"Election and Term of Office. Commencing with the first annual meeting of the members in 1997, and at the first annual meeting of the members to be held after DEVELOPERS relinquish control by resigning as a Class B member or December 31, 1996 (whichever is first), and at such annual meetings thereafter, the members shall elect by plurality vote five (5) persons as Directors who shall constitute the Board of Directors of the ASSOCIATION, and the persons who receive the highest and second highest vote totals in such election shall hold office for a term of two (2) years while the remaining three (3) elected directors shall hold office for a term of one year. In the Annual meeting of members an election of directors for 1998, the members shall elect by plurality vote three (3) persons as directors to fill the vacancies resulting from the expired term of the three (3) directors elected to a one (1) year term in 1997. These directors, and every director thereafter elected to fill a vacancy as a result of the conclusion of a term of office shall be elected for a two (2) year term. The purpose of this process is to establish staggered terms to ensure consistency in the management of the ASSOCIATION, who shall hold office for a term of one year or until their successors shall have been qualified and elected. Each member shall be entitled to one vote for each LOT owned by him for each office to be filled. Provided, however, if the LOT OWNERS shall be entitled to elect a majority of the Board of Directors pursuant to Article II, Section 2.1(b)(iv) above, then the LOT OWNERS shall elect three (3) Directors and DEVELOPER shall designate two (2) Directors."

3. Amendment to Article 6.3(a) of the By-Laws as follows:

"(a) The Board of Directors of the ASSOCIATION shall fix and determine from time to time the sum or sums necessary and adequate for the common expenses of the ASSOCIATION (including parking spaces, easements, streets and common area) providing for use of same for the members; common expenses shall include expenses for the operation, maintenance, repair or replacement of the Common Area, Streets, walkways, parking areas, easements, recreation area, the costs of carrying out the powers and duties of

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the ASSOCIATION, management contract, and any other expenses designated as common expenses from time to time by the Board of Directors of ASSOCIATION- such a determination to be made at least annually, prior to the first day of January of each year, for the purpose of computing the assessments to be paid on each Lot during that year.

In addition to annual operating expenses, the budget shall include reserve accounts for painting, paving and sprinklers. The amount to be reserved shall be computed by means of a formula which is based upon estimated remaining useful life and estimated replacement cost of each reserve item. The Association may adjust replacement reserve assessments annually to take into account any changes in estimates or extension of the useful life of a reserve item caused by deferred maintenance. Reserve accounts for other types of capital expenditures or deferred maintenance items may be included, and thereby restricted as herein set forth, upon a unanimous vote of the Board of Directors. Once collected for specific reserve accounts, any reserve funds and any interest accruing thereon shall remain in the reserve account or accounts, and shall be used only authorized reserve expenditures unless their use for other purposes is approved in advance by a vote of the majority of the voting interest, voting in person or by limited proxy, at a duly called meeting of the Association for that purpose, except that the Board may utilize reserve funds for a period not to exceed sixty (60) days, to meet current operating expense obligations. Reserve funds shall be kept in a separate account from funds collected by the Association for operating expenses and a separate accounting shall be kept for those reserve funds. The membership may choose to waive collection of reserve funds as set forth in this paragraph, which waiver must be approved prior to the beginning of the fiscal year for which such waiver is being approved, and only upon a two-thirds (2/3rd) vote of the voting interest, voting in person or by limited proxy at a duly called meeting of the Association for that purpose.

The Board of Directors is specifically empowered on behalf of the ASSOCIATION to make and collect assessments and to lease, maintain, repair and replace the Parking Spaces, Common Area, Recreation Area, Streets, and easement, to meet the requirements of the ASSOCIATION, if any. In addition, if private water bills on the individual residential units include more than one LOT, collection of assessments to pay same pursuant to the Declaration of Restrictions is authorized.

Funds for the payment of common expenses shall be assessed and be deemed a lien as set forth in the Declaration of Restrictions.

4. Amendment to Article 10.1 of By-Laws as follows:

"10.1 The Board of Directors may from time to time adopt and amend previously adopted administrative rules and regulations governing the details of the operation and use of the Common Areas, Parking Spaces, traffic flow, easement, and Streets, provided, however, that no such rules and regulations shall conflict with the Declaration of Restrictions, these By-Laws or the provisions of the Articles of Incorporation, and in the event of any conflict between the said rules and regulations and the foregoing, the Declaration of Restrictions and Articles

of Incorporation shall prevail over these By-Laws. ~~Unless specific rules and regulations are adopted by ASSOCIATION to the contrary, the rules and regulations of Newport Bay Club, Inc. shall be the rules and regulations of ASSOCIATION.~~"

5. Amendment to Article IX, Section 9.2 of the Articles of Incorporation as follows:

"A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at, or prior to the meeting. Except as elsewhere provided, such approval must be by not less than a majority of the entire membership.

~~(a) such approvals must be by not less than 75% of the entire membership if proposed by the Board of Directors, or~~

~~(b) by not less than 80% of the votes of the entire membership of the Association."~~

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
COUNTY ADMINISTRATOR

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