

✓  
This instrument Prepared by  
and should be returned to:  
Robert Burr  
Sachs & Sax, P.A.  
Post Office Box 810037  
Boca Raton, Florida 33481-0037

FEB-13-1997 2:42pm 97-054795  
ORB 9656 Pg 205  
1

CERTIFICATE OF AMENDMENT TO BY-LAWS

OF

ANDOVER AT WYCLIFFE CONDOMINIUM ASSOCIATION, INC.

This CERTIFICATE OF AMENDMENT TO THE BY-LAWS ("By-Laws") OF ANDOVER AT WYCLIFFE CONDOMINIUM ASSOCIATION, INC., (the "Association") is made this 28th day of JANUARY, 1997, by Andover at Wycliffe Condominium Association, Inc., a Florida Not-for-Profit Corporation.

WITNESSETH:

WHEREAS the By-Laws of the Association were recorded on April 25, 1990, in Official Records Book 6431, Page 707 of the Public Records of Palm Beach County; and

WHEREAS, Article XIV of the By-Laws provides that the By-Laws may be amended by a resolution duly adopted by a majority of the Board of Directors at any duly called meeting of the Board of Directors, and thereafter submitted to the members at any duly convened meeting of the members and approved by the holders of seventy-five percent (75%) of the votes of the members present in person or by proxy, provided there is a quorum, and further provided that notice of the proposed change is given in the notice of the meeting, and further provided that the voting requirements of the Declaration of Condominium are met in full, in the appropriate cases.

WHEREAS, on JANUARY 6, 1997, a duly constituted meeting of the Board of Directors and Members of the Association was held wherein a proposed Amendment was presented for adoption; and

WHEREAS, the requisite number of affirmative votes were registered to pass the Amendment attached hereto as Exhibit "A".

NOW THEREFORE, the By-Laws are hereby amended as set forth on Exhibit "A" attached hereto. The By-Laws shall run with the land known as Andover at Wycliffe, pursuant to the Declaration of Condominium for Andover at Wycliffe Homeowners Association, recorded in Official Record Book 6431, Page 622 of the Public Records of Palm Beach County, and shall be binding on all parties having any right, title or interest in said real property or any part thereof, their heirs, successors and assigns, and shall enure to the benefit of each owner thereof.

WE HEREBY CERTIFY that the attached Amendment was duly adopted as Amendment to the By-Laws of Andover at Wycliffe Condominium Association, Inc., and that the requisite affirmative votes were registered for the Amendment at a duly scheduled and held meeting at which quorums were present.

IN WITNESS WHEREOF, the President and Secretary have caused the execution of this Certificate of Amendment this 28th day of January, 1997.

ANDOVER AT WYCLIFFE CONDOMINIUM ASSOCIATION, INC.

Witness Burt Summers  
BURT SUMMERS

By: [Signature]  
President Edward F. Purdy

Witness David C. Rust  
DAVID C. RUST

By: [Signature]  
Secretary SEYMOUR I. MORITZ

THIS IS NOT A CERTIFIED COPY

STATE OF FLORIDA )  
COUNTY OF PALM BEACH ) ss.

The foregoing instrument was acknowledged before me this 28th day of January, 1997, by Edward F. Purdy and Seymour I. Moritz as President and Secretary, respectively, of Andover at Wycliffe Condominium Association, Inc., a Florida Not-for-Profit Corporation, on behalf of the Corporation. They are personally known to me or have produced N/A as identification.

Linda Rosenthal  
NOTARY PUBLIC  
PRINT/STAMP/TYPE NAME:  
COMMISSION EXPIRES:  
COMMISSION NUMBER:



EXHIBIT "A"

1. ARTICLE III, DIRECTORS AND OFFICERS, Section 1, Directors, shall be, and it hereby is, amended as follows:

1. DIRECTORS

A. ~~The affairs of the Association shall be managed by a Board of Directors composed of three (3) five (5) to five (5) seven (7) persons. The members of the first Board of Directors are designated in the Articles of Incorporation and need not be members of the Association. They shall serve until fifteen percent (15%) of the Units in the Condominium are sold and closed, at which time not less than one-third (1/3) of them shall be replaced by a director elected by the Unit Owners other than the Developer. Unit Owners other than the Developer shall be entitled to elect not less than a majority of the directors either three (3) months after ninety percent (90%) of the Units have been sold and closed; three (3) years after fifty percent (50%) of the Units have been sold and closed; when all of the Units have been completed, some of them have been conveyed to Purchasers and none of the Units are being offered for sale by the Developer in the ordinary course of business; when some of the Units have been conveyed and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or when the Developer determines to convey control of the Association, whichever shall be the first to 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 at least five percent (5%) of the Units in the Condominium.~~

C. ~~At least fourteen (14) days before the annual meeting, a complete list of members entitled to vote at such election, together with the addresses of each, shall be prepared by the Secretary. Such list shall be maintained at the office of the Association for fourteen (14) days prior to the election, for the examination of every member of the Association and shall be produced and kept at the time and place of election, subject to the inspection of any members who may be present. At the first annual meeting of the members, directors shall be elected for a term of one (1) year. Directors shall be elected pursuant to the provisions of Florida Statutes §718.112.~~

D. ~~Directors other than the initial Board of Directors, shall be elected as follows:~~

(1) ~~Nominations shall be from the floor at the annual membership meeting, and a vote shall be had by written, secret ballot. There shall be no cumulative voting. The election of each director shall be separate and shall require a plurality of the votes of those persons voting in each election. All of the directors shall be elected at the same meeting.~~

(2) ~~Directors shall be members of the Association, except that this provision shall not apply to the persons designated to be the first Board of Directors by Article VI of the Articles of Incorporation.~~

2. ARTICLE VII, MEETINGS, SPECIAL MEETINGS, QUORUMS, PROXIES, Section 1, Meetings of Members, shall be, and hereby is amended as follows:

C. Notice of Meetings: 1) Notice requirements for the annual meeting shall be pursuant to Florida Statute §718.112. 2)

\*New Language is underlined. Deleted Language is ~~struck through~~.

It shall be the duty of the Secretary to provide notice of the ~~annual or~~ special meetings stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his address as it appears on the membership book of the Association, or, if no address appears, at his last known place of address, at least fourteen (14) but not more than forty (40) days prior to such meeting. Whether hand delivered or mailed, the Secretary shall provide an affidavit to be included in the official records of the Association as proof of such delivery or mailing. The mailing of the notice in the manner provided in this paragraph shall be considered notice served. Notice of meetings shall also be posted at a conspicuous place at the Condominium property, at least 14 days in advance of each meeting, except in cases of emergency. Notice of any meeting at which Assessments against members are to be considered shall specifically contain a statement that such Assessments will be considered and the nature of such Assessments.

H. Proxies: A member may appoint a proxy, pursuant to the provisions of Florida Statutes Chapter 718. Any proxy must be filed with the Secretary before the appointed time of each meeting and such proxy shall be valid only for the particular meeting designated in the proxy and any lawfully adjourned meetings thereof. In no event shall such proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given and every proxy shall be revocable, at any time, at the pleasure of the member exercising it.

3. ARTICLE XIV, AMENDMENT OF BYLAWS, shall be, and hereby is amended, as follows:

Subject always to the provisions of the Declaration of Condominium, these Bylaws may be amended, modified or rescinded in accordance with the Declaration of Condominium or by a resolution duly adopted by a majority of the Board of Directors at any duly called meeting of the Board of Directors, and thereafter submitted to the members at any duly convened meeting of the members and approved by the holders of ~~seventy-five percent (75%)~~ a majority of the votes of the members present in person or by proxy, provided there is a quorum, and further provided that notice of the proposed change is given in the notice of the meeting, and further provided that the voting requirements of the Declaration of Condominium are met in full, in the appropriate cases. Notice may be waived in writing by any member. Amendments to these Bylaws may be proposed by the Board of Directors, acting upon the vote of a majority of the directors, or proposed by members of the Association having a majority of the votes in the Association.

No amendment shall discriminate against any Unit Owner nor any class or group of Unit Owners unless the Unit Owners so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Condominium. ~~No amendment which affects the Developer may be adopted or become effective without the prior written consent of the affect Developer.~~ No Bylaw shall be revised or amended by reference to its title or number only. Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be amended; new words shall be inserted in the text and underlined and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial re-wording of Bylaw. See Bylaw Article \_\_\_ for present text." Non-material errors or omissions in the Bylaw process shall not invalidate an otherwise properly promulgated amendment.

A copy of each amendment shall be attached to a certificate

certifying that the amendment was duly adopted as an amendment of the Bylaws, which certificate shall be executed by the officers of the Association with the formalities of a deed. the amendment shall be effective when such certificate and a copy of the amendment are recorded in the Public Records of Palm Beach County, Florida.

This is not a certified copy