

CERTIFICATION OF ORIGINAL BY-LAWS OF  
WOODS WALK HOMEOWNERS' ASSOCIATION, INC.

I HEREBY CERTIFY that the attached photostated document constitutes a true and correct copy of the original By-Laws of Woods Walk Homeowners' Association, Inc. The By-Laws shall run with the real property subject to the Declaration of Covenants and Restrictions for Woods Walk, as recorded in Official Record Book 5458, Page 1169 in the public records of Palm Beach County, Florida. The undersigned also acknowledges the amendment to these By-Laws recorded in Official Record Book 8368, Page 1371, public records of Palm Beach County, Florida. This Certification 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 and burden of each owner and occupant thereof.

Dated this 13th day of September, 2000.

WITNESSES:

WOODS WALK HOMEOWNERS'  
ASSOCIATION, INC.

Sign: Virginia Trent, LLAM

By: Sign: [Signature]

President

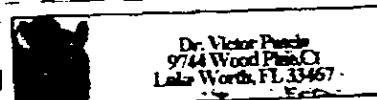
Print: Virginia Trent

Print:

Sign: Ed Schoenberg

Current Ad

Print: Ed Schoenberg



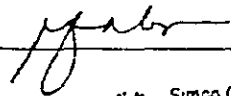
Gay Steven Levine, PA  
2500 N. Military Tr. ✓  
Ste 490  
Boca Raton, FL 33431

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

I HEREBY CERTIFY that on this 13<sup>TH</sup> day of SEPT., 2000, before me personally appeared VICTOR PASCALE, president of WOODS WALK HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, who is personally known to me or who has produced \_\_\_\_\_ (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid Certification as his/her free act and deed as such duly authorized officer; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal at Lake Worth in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign: 



Simon C. Adreu  
My Commission CC716727  
Expires March 25, 2002

This is Not a Certified Copy

BY-LAWSOFWOODS WALK HOMEOWNERS' ASSOCIATION, INC.ARTICLE I - NAME AND LOCATION

The name of the corporation is Woods Walk Homeowners' Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at c/o BMC Properties, Inc., 29 Southwest 36th Court, Miami, Florida 33135, but meetings of Members and Directors may be held at such place within the State of Florida, County of Palm Beach, as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

The terms used herein shall have the meaning assigned, if any, in the Articles of Incorporation and Declaration of Covenants and Restrictions for Woods Walk, P.U.D., hereinafter referred to as the "Declaration".

ARTICLE III - MEETING OF Members

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of eight o'clock, P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A Membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members, shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, either personally or by mailing a copy of such notice, postage prepaid, at least fifteen (15) days but not more than forty-five (45) days before such meeting except as otherwise provided in the Articles of Incorporation, to each Member

entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Proof of such mailing shall be given by the affidavit of the person giving the notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence, in person, or by proxy, at any duly called meeting of the Members, of Members entitled to cast thirty percent (10%) of the total number of votes of the Members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration (specifically Article VI, Section 14), or these By-Laws. Any Member may join in the action of any meeting by signing and concurring in the minutes thereof and such a signing shall constitute the presence of such Member for the purpose of determining a quorum. If a quorum is present, the vote of a majority of the Members who are present or represented at the meeting and entitled to vote on the subject matter shall be the act of the Membership unless otherwise provided by law or by the Articles of Incorporation of the Association.

Section 5. Adjournment. If at any meeting of the Membership there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. Any business which might have been transacted at a meeting when originally called may be transacted at any adjournment thereof. In the case of the adjournment of a meeting, no notice to the Members of such adjournment shall be required other than announcement at the meeting of the time and place of the adjourned meeting.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and shall be valid only for the particular meeting designated therein and any adjournment thereof if so stated. A proxy must be filed with the Secretary before the appointed time of the meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast pursuant to such proxy.

Section 7. Action Taken Without a Meeting. The Members may, at the discretion of the Board, act by written response in lieu of a meeting provided written notice of the matter or matters to be agreed upon is given to the Members or duly waived in accordance with the provisions of these By-Laws. Unless some greater number is required under the Declaration and except as to the election of Directors which shall be accomplished by plurality vote, the decision of a majority of the votes cast by Members as to the matter or matters to be agreed or voted upon shall be binding on the Members provided a quorum is either present at such meeting or submits a response if action is taken by written response in lieu of a meeting, as the case may be. The notice with respect to actions to be taken by written response in lieu of a meeting shall set forth the time period during which the written response must be received by the Association.

Section 8. Secret Written Ballot. At any time prior to a vote upon any matter at a meeting of the Membership, any Member may request the use of a secret written ballot for the voting thereon and require the use of such secret written ballot. In the event such secret written ballot is used, the chairman of the meeting shall call for nominations and the election of inspectors of election to collect and tally such secret written ballots upon the completion of the balloting.

Section 9. Conduct of the Meetings. Roberts Rules of Order (latest edition) shall govern the conduct of all meetings of the Members of the Association when not in conflict with the Declaration, the Articles of Incorporation of the Association, the By-Laws of the Association or the Statutes of Florida.

ARTICLE IV - BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Term of Office. At the first annual meeting, the Members shall elect three Directors for a term of one year to serve until their successors are elected, provided that until Class B membership shall close and be converted to Class A membership all directors or vacancies in the Board of Directors shall be elected by Class B Members only.

Section 2. Removal. Any Director may be removed from the Board with or without any cause, by majority vote of the Members of the Association except for the Directors elected by Class B Members who may be removed by a majority vote of Class B Members only. In the event of death, resignation or removal of a Director, his successor shall be selected by remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. Action Taken without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

#### ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more of the Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of each meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

Cumulative voting is not permitted. This provision shall not apply to Directors to be elected by the Class B Members.

#### ARTICLE VI. MEETING OF DIRECTORS

Section 1. Organizational Meetings. The first meeting of the duly elected Board of Directors for the purpose of organization, shall be held within ten (10) days after the annual meeting of Members, provided the majority of the Members of the Board elected be present. Any action taken at such meeting shall be by a majority of those present. If the majority of the Members of the Board elected shall not be present at that time, or if the Directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty (30) days after the annual meeting of Members upon three days' notice in writing to each Member of the Board elected, stating the time, place and object of such meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held at any place or places within Palm Beach County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 3. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, and may be held at any place or places within Palm Beach County, Florida. Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President or by or on behalf of the Secretary to each Member of the Board not less than three (3) days prior to such meeting by mail or one (1) day prior to such meeting by telephone or telegraph. Special Meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all of the Directors.

Section 4. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. A Director may join in the action of a meeting of the Board by signing the minutes thereof, and such signing shall constitute the presence of such Director for the purpose of determining a quorum. Every act or

decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation or elsewhere.

Section 5. Presiding Officer. The presiding officer at all Board Meetings shall be the President. In the absence of the President, the Directors shall designate any one of their number to preside.

Section 6. Executive Committee. The Board shall have the power to appoint an Executive Committee of the Board consisting of not less than three (3) directors. An Executive Committee shall have and exercise such power of the Board as may be delegated to such Executive Committee by the Board.

#### ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Property and Association Property, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.



Section 2. Duties. It shall be the duty of the Board of Directors

to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least fifteen (15) days in advance of each annual assessment period; and

(2) send written notice of each assessment to every Owner subject thereto at least fifteen (15) days in advance of each annual assessments period; and

(3) foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on the property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Property or Association Property to be maintained.

ARTICLE VIII. OFFICERS AND THEIR DUTIES.

Section 1. Enumeration of Offices. The officers of this Association shall be a President and Vice President, who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of the Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

(b) The Vice President shall act in the place and stead of the President and in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The Secretary shall record ~~the~~ votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts, all monies of the Association and shall disburse such funds as directed by the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX. COMMITTEES.

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, which shall be a Standing Committee, and a Nominating Committee and Executive Committee, as provided in the By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X. BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, upon reasonable notice, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI. ASSESSMENTS.

As more fully provided in the Declaration, each Member is obligated to pay to the Association General and Special Assessments, Emergency Special Assessments, and, if necessary, Individual Assessments, which are secured by a continuing lien upon the Lot against which the Assessment is made. Any Assessments which are not paid when due shall be delinquent.

If the Assessment is not paid within thirty (30) days after the due date, the Assessment shall bear interest from the date of delinquency at the highest permissible rate and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot and interest, costs, and attorneys' fees of any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the Assessments provided for herein by nonuse of the Common Property or Association Property or abandonment of his Lot.

ARTICLE XII. CORPORATE SEAL.

The Association shall have a seal in circular form having within its circumference, the words: Woods Walk Homeowners' Association, Inc. - a corporation not for profit.

ARTICLE XIII. AMENDMENTS.

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of Members present in person or by proxy, provided that the notice to the Members of the meeting disclosed the information that an amendment of the By-Laws was to be considered; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Notwithstanding anything herein to the contrary, the Class B membership shall be permitted to amend these By-Laws at any time, without the consent of the Class A membership. No amendment of these By-Laws may be made without the consent of the Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.