

BYLAWS  
OF  
MISSION BAY COMMUNITY ASSOCIATION, INC.

ARTICLE I  
DEFINITIONS

Section 1. All terms which are defined in the Declaration of Protective Covenants, Conditions, and Restrictions for Mission Bay Community shall be used herein with the same meanings as defined in said Protective Covenants.

Section 2. Corporation as used herein shall mean Mission Bay Community Association, Inc., a Florida corporation not for profit.

ARTICLE II  
LOCATION OF PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 5301 N. Federal Highway, Boca Raton, FL 33431, or at such other place as may be established by resolution of the Board of Governors of the Corporation.

ARTICLE III  
VOTING RIGHTS, ASSESSMENTS AND REPRESENTATIVES

Section 1. Every Owner, the Swim Club Owner, the Commercial Property Owner, and Developer shall be a Member of the Corporation, provided that any such person or entity who holds an ownership interest only as 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 a Unit.

Section 2. Assessments and installments thereof not paid when due shall bear interest from the date when due until paid at the rate set forth in the Protective Covenants and, upon thirty (30) days written notice, shall result in the suspension of voting privileges until such Assessments and installments thereof are paid.

Section 3. Owners who shall have a Representative pursuant to the provisions of Article 5.02 of the Protective Covenants shall be represented at all meetings of the Corporation by the Representative. The Representative shall speak, vote and generally act on behalf of the Members he represents, as directed by such Members. Members represented by a Representative shall not have the right to attend any meeting of the Board except if specifically requested by the Board. Further, no Members shall have the right to speak at any meeting of the Board except if specifically requested by the Board.

ARTICLE IV  
BOARD OF GOVERNORS

Section 1. A majority of the Board 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

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a quorum is present shall constitute the action of the Board.

Section 2. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Governor, shall be filled by the Board; except that Developer, to the exclusion of other Members and/or the Board itself, shall fill any vacancy created by the death, resignation, removal or other termination of services of any Governor appointed by Developer. A Governor appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and shall serve until his successor shall have been elected and/or appointed and qualified.

ARTICLE V  
ELECTION OF GOVERNORS;  
NOMINATING COMMITTEE; ELECTION COMMITTEE

Section 1. Election to the Board shall be by written ballot as hereinafter provided. At such election, the Representatives and the "Unrepresented Members" (as that term is defined in the Articles) may cast as many votes as they are entitled to exercise under the provisions of the Governing Documents for each vacancy in the Board. The persons receiving the largest number of votes shall be elected. Nothing contained herein shall be in derogation of Developer's right to appoint Governors as set forth in the Articles.

Section 2. Nominations for election of Governors to the Board by Members (other than Governors to be elected by the Swim Club Owner and the Commercial Property Owner) shall be made by a Nominating Committee.

Section 3. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board, and two (2) or more Members of the Corporation or of the Board. The Nominating Committee shall be appointed by the Board prior to each "Annual Members' Meeting" (as that term is hereinafter defined) subsequent to the Turnover Date to serve from the close of each such Annual Members' Meeting until the close of the next Annual Members' Meeting and such appointment shall be announced at each Annual Members' Meeting.

Section 4. The Nominating Committee shall make as many nominations for election of Governors to the Board by Members as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations shall be placed on a written ballot as provided in Section 6 and shall be made in advance of the time fixed in Section 6 for the mailing of such ballots to Members.

Section 5. Nominations for election of Governors by the Swim Club Owner and Commercial Property Owner to the Board shall be made by the Swim Club Owner and Commercial Property Owner by a statement signed by an authorized representative of the Swim Club Owner and Commercial Property Owner, respectively, and delivered to the Chairperson of the Nominating Committee at least thirty-five (35) days in advance of the date of the annual meeting or special meeting called for elections.

Section 6. All elections to the Board shall be made by written ballot which shall:

(a) describe the vacancies to be filled by the Members, Swim Club Owner, and Commercial Property Owner respectively;

(b) set forth the names of those nominated by the Nominating Committee for such vacancies;

(c) set forth the names of those nominated by the Swim Club Owner and Commercial Property Owner for such vacancies; and

(d) contain space for a write-in vote by the Representative or Unrepresented Members.

Such ballots shall be prepared and mailed by the Secretary (together with a return envelope) to the Representative or Unrepresented Members at least twenty-one (21) days in advance of the date set forth therein for the annual meeting or special meeting called for elections.

Section 7. The completed ballots may be returned by mail to the Secretary or filed with the Secretary at the annual or special meeting. Only those ballots received by the Secretary on or before the date of the meeting shall be counted.

Section 8. An Election Committee, which shall consist of the members of the Nominating Committee, shall count the votes and shall establish such procedures as may be reasonable and appropriate to insure that only those Members who have the right to vote are able to cast votes and that the vote of any Member or his proxy shall not be disclosed to anyone. Immediately after the announcement of the results, unless a recount is demanded by the Members, the ballots shall be destroyed.

#### ARTICLE VI POWERS AND DUTIES OF THE BOARD

Section 1. The Board shall have power:

(a) To call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article X, Section 2 hereof;

(b) To appoint and remove at pleasure all officers, agents and employees of the Corporation, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer or Governor of the Corporation in any capacity whatsoever;

(c) To establish, levy and assess, and collect Assessments for Operating Expenses;

(d) To adopt and publish Rules and Regulations governing the use of the Corporation Common Areas and

facilities and the personal conduct of the Members and their guests thereon;

(e) To exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation, except those reserved to the Members in the Protective Covenants;

(f) In the event that any member of the Board of the Corporation not appointed by Developer shall be absent from three (3) consecutive regular meetings of the Board, the Board may by action taken at the meeting during which said third absence occurs, declare the seat of the absent Governor to be vacant.

Section 2. It shall be the duty of the Board:

(a) To cause to be kept minutes of all its acts and corporate affairs.

(b) To supervise all Officers, agents and employees of the Corporation.

#### ARTICLE VII GOVERNORS' MEETINGS

Section 1. A regular meeting of the Board shall be held at least once each calendar quarter. A regular meeting of the Board shall also be held immediately following the regular annual meeting of the Members.

Section 2. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no additional notice thereof need be given.

Section 3. Special meetings of the Board shall be held when called by the President of the Corporation or by any two Governors after not less than three (3) days' notice to each Governor except in cases of emergencies.

Section 4. The transaction of any business at any meeting of the Board, 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 Governors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records of the Corporation and made part of the minutes of the meeting.

Section 5. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

#### ARTICLE VIII OFFICERS

Section 1. The officers of the Corporation shall be

a President, a Vice President, a Secretary and a Treasurer and such other officers as may be deemed necessary or appropriate by the Board. The President shall be a member of the Board.

Section 2. The officers shall be chosen by a majority vote of the Governors.

Section 3. All officers shall hold office at the pleasure of the Board.

Section 4. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments. The President shall not be the Secretary.

Section 5. The Vice President shall perform all the duties of the President in his absence.

Section 6. The Secretary of the Corporation shall be ex officio the Secretary of the Board, shall record the votes and keep minutes of all proceedings in a minute book to be kept for the purpose. He shall sign certificates of membership, if any. He shall keep the records of the Corporation. He shall record in a book kept for that purpose the names of all Members of the Corporation together with their addresses as registered by such Members (see Article X, Section 3 hereof).

Section 7. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation 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 shall sign all checks and notes of the Corporation, provided that such checks and notes shall also be signed by the President or a Vice President. The Treasurer shall keep books of the Corporation in accordance with good accounting practices and shall perform all of the duties incident to the office of a Treasurer. The Assistant Treasurer, if any, shall perform the duties of the Treasurer whenever the Treasurer is absent and shall assist the Treasurer.

#### ARTICLE IX COMMITTEES

Section 1. The Corporation may have the following Committees amongst others:

- (a) Recreation Committee;
- (b) Maintenance Committee; and
- (c) Finance and Audit Committee.

Unless otherwise provided herein, each committee shall consist of a Chairperson and two or more persons and shall include a member of the Board for Board contact. Committee members may be appointed by the Board to serve until the close of the next annual meeting. The Board may create,

from time to time, such other committees as it deems desirable.

Section 2. The Recreation Committee, if created by the Board, shall inform the Members of all activities and functions of the Corporation, and advise the Board on all matters pertaining to the recreational programs and activities of the Corporation, and shall perform such other functions as the Board, in its discretion, determines. The Governor elected by the Swim Club Owner shall be a member of any Recreation Committee created by the Board.

Section 3. The Maintenance Committee, if created by the Board, shall advise the Board on all matters pertaining to the maintenance, repair or improvement of Corporation Common Area and facilities of the Corporation, and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Finance and Audit Committee, if created by the Board, shall supervise the annual audit of the Corporation's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting. The Treasurer shall be an ex officio member of the committee.

Section 5. It shall be the duty of each committee, if created, to receive complaints from Members on any matter involving Corporation functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Governor or officer of the Corporation as is further concerned with the matter presented.

#### ARTICLE X MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the Members ("Annual Members' Meeting") shall be held on the second Wednesday of the month of March in each year, at the hour of 7:30 o'clock P.M. If the day for the Annual Members' Meeting shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday or such other day and time as the Board may determine.

Section 2. Special meetings of the Members for any purpose may be called at any time by a majority or more of the members of the Board, or upon written request of the Members who have right to vote one-fourth (1/4) of all of the votes of the entire membership.

Section 3. Notice of any meeting shall be given to the Unrepresented Members (including Developer) and the Representatives by the Secretary. Notice may be given either personally, or by sending a copy of the notice through the mail, postage prepaid, to the address of the Unrepresented Member or the Representative appearing on the books of the Corporation. Each Representative and Unrepresented Member shall register his address with the Secretary, and notices of meetings shall be mailed by him to such address. Failure to so register shall release the Secretary from the requirement of sending notice of meeting to such person. Notice of any meeting, regular or special,

shall be delivered or mailed at least ten (10) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article V, or any action governed by the Articles or by the Protective Covenants, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at any meeting of the Members of Representatives or Unrepresented Members entitled to cast one-third (1/3) of the votes of the entire Membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles or by the Protective Covenants shall require a quorum as therein provided.

#### ARTICLE XI PROXIES AND VOTING

Section 1. At all meetings of Members, each Representative or Unrepresented Member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months.

Section 3. A Representative or Unrepresented Member shall not be entitled to appoint more than one (1) proxy to attend a meeting on the same occasion and an instrument of proxy shall be valid only for the occasion for which it is given. A Representative may appoint only an officer of the Corporation as its proxy.

Section 4. When a Unit is owned by more than one (1) Unrepresented Member then the vote for such Unit shall be exercised as such owners among themselves determine but in no event shall more than one (1) vote be cast with respect to any such Unit.

#### ARTICLE XII BOOKS AND PAPERS

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

#### ARTICLE XIII CORPORATE SEAL

The Corporation shall have a seal in circular form having within its circumference the words:

MISSION BAY COMMUNITY ASSOCIATION, INC.

#### ARTICLE XIV ACCOUNTING RECORDS; FISCAL MANAGEMENT

Section 1. The Corporation shall use the accrual method of accounting, all records of which shall be open to inspection by Developer, Unrepresented Members or.

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ARTICLE XV  
AMENDMENTS

Section 1. These Bylaws may be amended, at any regular or special meeting of the Board at which there is a quorum, by a vote of a majority of the Governors, provided that those provisions of these Bylaws which are governed by the Articles may not be amended except as provided in the Articles or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Protective Covenants may not be amended except as provided in such Protective Covenants.

Section 2. Any instrument amending, modifying, repealing or adding Bylaws shall identify the particular Section or Sections affected and give the exact language of such modification, amendment or addition or of the provisions repealed. A copy of each such amendment, modification, repeal or addition certified to by the Secretary or Assistant Secretary of the Corporation shall be recorded amongst the Public Records of Palm Beach County, Florida no sooner than five (5) business days after a copy of same has been delivered to Developer, each Representative, and each Unrepresented Member.


Section 3. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Protective Covenants and these Bylaws, the Protective Covenants shall control; and in the event of any conflict between the Articles and the Protective Covenants, the Protective Covenants shall control.


Section 4. No amendment to these Bylaws shall be effective which prejudices or otherwise detrimentally affects any of Developer's rights or privileges without Developer's prior written consent.

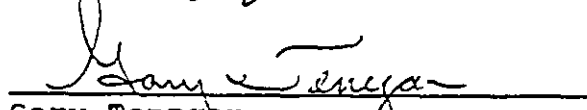
ARTICLE XV  
GENDER

Whenever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

IN WITNESS WHEREOF, we, being all of the Governors of Mission Bay Community Association, Inc., have hereunto set our hands this 28<sup>th</sup> day of April, 1986.

  
James G. Brady

  
V.M. Brady

  
Gary Tenzar

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