

CERTIFICATE OF THE AMENDMENT TO
DECLARATION OF RESTRICTIONS
AND PROTECTIVE COVENANTS AND
BY-LAWS AT PALOMAR AT BOCA POINTE
HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the Declaration of Restrictions and Protective Covenants for Palomar ("Declaration") were recorded in Official Records Book 5710 at Page 1012 of the Public Records of Palm Beach County, Florida; and

WHEREAS, the By-Laws of Palomar at Boca Pointe Homeowner Association, Inc. (By-Laws") were referenced as an exhibit to the Declaration but which By-Laws were never recorded; and

WHEREAS, Article XII, Section 5 of the Declaration provides that the Declaration may be amended by the affirmative vote or written consent, or any combination thereof, of Members representing 75% of the total votes of the Association; and

WHEREAS, Article X of the By-Laws provides that the By-Laws may be amended at a regular or Special Meeting by the Members by a vote of a majority of Members present in person or by proxy; and

WHEREAS, a Special Meeting of the members of Palomar at Boca Pointe Homeowners Association was duly called and held on January 8, 1991 for the special purpose of voting on the proposed amendments to the Declaration and to the By-Laws; and

WHEREAS, at the Special Meeting, the members approved the amendments to the By-Laws, ("By-Law Amendments") and

WHEREAS, at the Special Meeting, the Members approved the amendments to the Declaration, ("Declaration Amendments") however, such approvals were insufficient to pass the amendments; and

WHEREAS, subsequent to the Special Meeting, sufficient written consents were proffered so as to total sufficient membership vote to pass the Declaration Amendments as attached hereto as Exhibit "A"; and

WHEREAS, the By-Laws with the Amendments, Declaration and this Certificate shall be filed and recorded in the Public Records of Palm Beach County, on the property described on Exhibit "B" attached hereto.

NOW, THEREFORE, the By-Laws, as amended, shall be recorded and the Declaration is hereby amended as set forth on Exhibit "A" attached hereto, and said By-Laws and Amendments shall run with the land known as Palomar at Boca Pointe, as more particularly described on Exhibit "B" attached hereto and made a part hereof, 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 thereof.

RETURN TO
DILWORTH, PAXSON, KALISH & KAUFFMAN
RETURN TO
DILWORTH, PAXSON, KALISH & KAUFFMAN
SUITE 600
7000 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433

CERTIFICATE OF ADOPTION OF AMENDMENT

WE HEREBY CERTIFY that the attached Amendments were duly adopted as Amendments to the By-Laws and the Amendments to the Declaration of Palomar at Boca Pointe Homeowners Association, Inc., and that sufficient votes were proffered to approve each of the Amendments.

IN WITNESS WHEREOF, the president and secretary have caused the execution of the Certificate of Amendment this 5 day of Feb, 1991.

Witness

Palomar at Boca Pointe
Homeowners Association, Inc.

Witness:

By: Jane S. Young
Jane Young, President

By: Robert Kronish
Robert Kronish
Secretary

State of Florida
County of Palm Beach

Before me, the undersigned authority, personally appeared this 5 day of February, 1991 Jane Young and Robert Kronish who, identifying themselves as the President and Secretary of Palomar at Boca Pointe Homeowners Association, Inc., did aver under oath that they executed the foregoing Certificate of The Amendment To By-Laws and Articles of Incorporation Of Palomar At Boca Pointe Homeowners Association, Inc. as a true act of the Corporation.

NOTARY PUBLIC
My Commission expires: _____

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPI. MAR. 17, 1993
BONDED THROUGH GENERAL INS. UND.

This is not a certified copy

ORB 6751 Pg 1495

BY-LAWS
OF

PALOMAR AT BOGA POINTE
HOMEOWNERS' ASSOCIATION, INC.

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BYLAWS
OF
PALOMAR AT BOCA POINTE
HOMEOWNERS ASSOCIATION

ARTICLE I

DEFINITIONS

All defined terms used in these Bylaws shall have the meaning assigned to them in the Declaration.

ARTICLE II

LOCATION

Section 1. The Principal office of the Association shall be located in Broward County, Florida or as may be established by the Board of Directors.

ARTICLE III

MEMBERSHIP

Section 1. Membership of the Association is as set forth in Article III, section 1, of the Articles of Incorporation of the Association.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Properties against which such assessments are made as provided by Article IV of the Declaration to which the Properties are subject.

ARTICLE IV

FISCAL YEAR

Section 1. The fiscal year of the Association shall be January 1, through December 31.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The directors of the Association shall be elected at the annual meeting of the members as specified in the Articles of Incorporation. The election shall be decided by majority vote.

Section 2. Any director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership, except that the directors elected by the Class B member including those named in the Articles of Incorporation may be removed only by the Class B member.

Section 3. The first meeting of the duly elected Board of Directors, for the purpose of organization, shall be held immediately 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 the whole Board. 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 days after the annual meeting of the members upon three days' notice in writing to each member of the Board elected, stating the time, place and object of such meeting.

Section 4. Regular meetings of the Board of Directors may be held at any place or places within Broward County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. No notice shall be required to be given of any regular meeting of the Board of Directors.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board and may be held at any place or places within Broward County, Florida, and at any time.

Section 7. 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 or by or on behalf of a majority of the members of the Board to each member of the Board not less than three days prior to the scheduled date of the special meeting by mail or one day 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 the directors.

Section 8. No Director shall receive any compensation from the Association for acting as such unless approved by Members representing a majority of the total vote of the Association at a regular or special meeting of the Association;

provided any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

Section 9. Subject to the provisions of Section 10 of this Article, all meetings of the Board shall be open to all Members, but no Member other than Directors may participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Director. In such case, the President may limit the time that any Member may speak.

Section 10. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

Section 11. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Declaration, Articles, or these By-Laws directed to be done and exercised exclusively by the Members.

The Board of Directors shall delegate to one of its members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the Managing Agent or Manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by these By-Laws or by any resolution of the Association that may be hereafter adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

a. preparation and adoption of an annual budget in which there shall be established the contribution of each Owner to the Common Expenses;

b. making assessments to defray the Common Expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment, provided, unless otherwise determined by the Board of Directors, the annual assessment for each Lot's proportionate share of the Common Expenses shall be payable in equal quarterly installments, each such installment to be due and payable in advance on the first day of quarter;

c. providing for the operation, care, upkeep, and maintenance of all of the Common Areas.

d. designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Areas where appropriate, providing for the compensation for such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

e. collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association; the reserve fund may be deposited, in the directors' best business judgment, in depositories other than banks;

f. making and amending rules and regulations;

g. opening of bank accounts on behalf of the Association and designating the signatories required;

h. making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area in accordance with the other provisions of the Declaration and these By-Laws after damage or destruction by fire or other casualty;

i. enforcing by legal means the provisions of the Declaration, these By-Laws, and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association after receiving the proper authorization, if any, required by the Declaration;

j. obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;

k. paying the cost of all services rendered to the Association or its Members and not chargeable to Owners;

l. keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. The said books and vouchers accrediting the entries thereupon shall be available for examination by the Owners and mortgagees, their duly authorized agents, accountants, or attorneys, during general business hours on working days at the time and in a manner that shall be set and announced by the Board of Directors for the general knowledge of the owners. All book and records shall be kept in accordance with generally accepted accounting practices;

m. make available to any prospective purchaser of a Lot,

any Owner of a Lot, any first Mortgagee, and the holders, insurers, and guarantors of a first Mortgage on any Unit, current copies of the Declaration, the Articles of Incorporation, the By-Laws, rules governing the Lot and all other books, records, and financial statements of the Association; and

n. permit utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties.

Section 12. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these By-Laws, other than the powers set forth in subparagraphs (a), (b), (f), (g) and (i) of Section 11 of this Article. The Declarant, or an affiliate of the Declarant, may be employed as managing agent or manager. No management contract may have a term in excess of one (1) year and must permit termination by either party without cause and without termination fee on ninety (90) days, or less, written notice.

Section 13. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

a. accrual accounting, as defined by generally accepted accounting principles, shall be employed;

b. accounting and controls should conform with established AICPA guidelines and principles, which require, without limitation, (i) disbursements by check requiring two (2) signatures, and (ii) cash disbursements limited to amounts of Seventy-Five (\$75.00) Dollars and under;

c. cash accounts of the Association shall not be commingled with any other accounts;

d. no remuneration shall be accepted by a managing agent from vendors, independent contractors, or others providing goods and services to the Association, whether in the form of commissions, finder's fees, services fees, prizes, gifts, or otherwise; any thing of value received shall benefit the Association;

e. any financial or other interest which a managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors; and

f. an annual report consisting of at least the following shall be distributed within one hundred twenty (120) days after the close of the fiscal year: (1) a balance sheet as of the end of the fiscal year; (2) an operating (income) statement for the fiscal year; and (3) a statement of changes in financial position for the fiscal year.

Section 14. The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Areas without the approval of the Members of the Association; provided, however, the Board shall obtain Member approval in the same manner provided in the Declaration for special assessments in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed five (5%) percent of the budgeted gross expenses of the Association for that fiscal year.

Section 15. The Board shall have the power to impose reasonable fines, which shall constitute a lien upon the property of the violating Owner, and to suspend an Owner's right to vote or to use the common Area for violation of any duty imposed under the Declaration, these By-Laws, or any rules and regulations duly adopted hereunder; provided, however, nothing herein shall authorize the Association or the Board of Directors to limit ingress and egress to or from a Lot. In the event that any occupant of a Lot violates the Declaration, By-Laws, or any rule or regulation and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board, the fine shall constitute a lien upon the lot in which the occupant resides, and the Owner shall pay the fine upon notice from the Association. The failure of the Board to enforce any provision of the Declaration, By-Laws, or any rule or regulation shall not be deemed a waiver of the right of the Board to do so thereafter.

a. Notice. Prior to imposition of any sanction hereunder, the Board or its delegate shall serve the alleged violator with written notice describing (i) the nature of the alleged violation, (ii) the proposed sanction to be imposed, (iii) a period of not less than ten (10) days within which the alleged violator may present a written request to the committee designated by the Board, if any, or Board of Directors for a hearing; and (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge is begun within ten (10) days of the notice. If a timely challenge is not made, the sanction state in the notice shall be imposed.

b. Hearing. If a hearing is requested in a timely manner, the hearing shall be held in executive session before the

body specified in the notice which shall afford the Owner a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, Director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

c. Appeal. If the hearing is held before a body other than the Board, then the violator shall have the right to appeal the decision to the Board of Directors. To perfect this right, a written notice of appeal must be received by the manager, President, or Secretary of the Association within thirty (30) days after the hearing date.

d. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any provision of the Declaration, these By-Laws, or the rules and regulations of the Association by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity for compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation for abatement is sought shall pay all costs, including reasonable attorney's fees actually incurred.

ARTICLE VI

OFFICERS

Section 1. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members, as herein set forth in Article III.

Section 2. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 3. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. He shall have the general powers and duties of supervision and management of the Association which usually pertain to his office, and shall perform all such duties as are

properly required of him by the Board of Directors. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall issue notices of all meetings of the membership of the Association and the Board of Directors where notice of such meetings is required by law or in these Bylaws. He shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 4. The Treasurer shall have the care and custody of all the monies and securities of the Association. He shall enter on the books of the Association, to be kept by him for that purpose, full and accurate accounts of all monies received by him and paid by him on account of the Association. He shall sign such instruments as require his signature and shall perform all such duties as usually pertain to his office or as are properly required of him by the Board of Directors.

Section 5. Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the 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.

ARTICLE VII

MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the members shall be held annually on the first Tuesday in February at such time and place as shall be determined by the Board of Directors. The purpose of the annual meeting is to elect the Board of Directors.

Section 2. Special meetings of the members shall be called within sixty (60) days of the turnover date, and may be called for any purpose at any time by the President or a majority of the members of the Board of Directors.

Section 3. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully paid, to his address appearing on the records of the Association. Each member shall register his address with the Secretary, and notices of meetings shall be

mailed to him at such address. Notice of any meeting, regular or special, shall be mailed or personally delivered at least six (6) days in advance of the meeting and shall set forth the general nature of the business to be transacted, provided, however, that if any business of any meeting shall involve any action governed by the Articles of Incorporation, notice of such meetings shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast thirty-three and one-third percent (33 1/3%) of the Class A membership votes shall constitute a quorum for any action governed by these By-laws.

Section 5. If any meetings of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that Members representing at least twenty-five (25%) percent of the total votes of the Association remain present, and provided further that any action taken shall be approved by at least a majority of the Members required to constitute a quorum.

Section 6. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat. Roberts Rules of Order shall govern the conduct of meetings.

Section 7. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE VIII

COMMITTEES

Section 1. The Architectural Control Board shall be a standing committee of the Association. The Board of Directors may appoint such other committees as it deems advisable.

Section 2. The Architectural Control Board shall be appointed, shall serve and shall have the duties and functions as described in the Declaration. A party aggrieved by a decision of the Architectural Control Board shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, so that the Board of Directors may review such decision. The determination of the Board of Directors, upon reviewing such decision of the Architectural Control Board, shall in all events be dispositive.

ARTICLE IX

BOOKS AND PAPERS

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

ARTICLE X

AMENDMENTS

Section 1. These Bylaws 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 the amendment of the Bylaws 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 of Restrictions and Protective Covenants referred to herein may not be amended except as provided in such covenants. Notwithstanding anything herein to the contrary, the Class B Member as described in the Articles of Incorporation of the Association shall be permitted to amend these Bylaws at any time and no amendment of these Bylaws may be made without the consent of the Class B Members.

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

* * * * *

ORB 6751 Pg 1507

I hereby certify that the foregoing By-Laws of the above-named corporation were duly adopted by the Board of Directors of said Association in a meeting held for such purpose on the 2 day of February 1991.

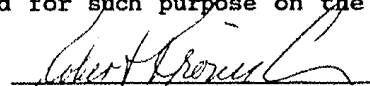

Robert Kronish, Secretary

EXHIBIT "A"

1. Article XIII, Section 5 shall read as follows:

This Declaration may be amended only by the affirmative vote or written consent, or any combination thereof, of Members representing two-thirds of the total votes of the Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. Any amendment must be recorded in the Public Records of Palm Beach County, Florida. No amendment shall discriminate against any Owner or class or group of Owners, unless the Owners so affected join in the execution of the amendment. No amendment shall change the number of votes of any Owner or increase any Owner's proportionate share of the common expense, unless the Owners and Institutional lenders of such Lots so affected by such amendment join in the execution of the amendment. No amendment may prejudice or impair the priorities of Institutional Lenders granted hereunder unless all Institutional lenders join in the execution of the amendment. No amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, Developer, unless Developer joins in the execution of the amendment.

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EXHIBIT "B"

LEGAL DESCRIPTION

THE PROPERTY DESCRIBED IN THE PLAT OF PALOMAR AT BOCA
POINTE, RECORDED IN THE PUBLIC RECORDS OF PALM BEACH
COUNTY, FLORIDA, AT PLAT BOOK 59, AT PAGE 107.

APPROVAL OF AMENDMENTS TO DECLARATION OF RESTRICTIONS,
PROTECTIVE COVENANTS
OF PALOMAR AT BOCA POINTE HOMEOWNERS' ASSOCIATION, INC.

The undersigned does hereby approve the foregoing amendments to the Declaration of Restrictions and Protective Covenants and By-Laws of Palomar at Boca Pointe Homeowners' Association, Inc. (the "Association") which, according to the certificate of Jane Young and Robert Kronish, respectively the President and Secretary of the Association, were adopted by the Board of Directors and Members of the Association on the 8th day of January 1991.

This approval is executed pursuant to Section 2 of Article VII of that Certain Declaration of Covenants, Conditions and Restrictions of Boca Pointe, recorded in Official Record Book 3552 at Page 1488 of the Public Records of Palm Beach County, Florida.

IN WITNESS WHEREOF, the undersigned has executed this instrument on this 2nd day of February, 1991.

WITNESSES:

BOCA POINTE COMMUNITY ASSOCIATION,
INC., a Florida not-for-profit
corporation

By: [Signature]

Its VICE PRESIDENT

[Signature]

STATE OF

COUNTY OF

The foregoing instrument was acknowledged before me this day of February, 1991 by Kenneth C. Dineen, as PRESIDENT of BOCA POINTE COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of said company.

[Signature]
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida
Commission Expires February 10, 1993

RECORD VERIFIED
PALM BEACH COUNTY, FLA
JOHN B. DUNKLE
CLERK CIRCUIT COURT