

BAY POINTE COMMUNITY ASSOCIATION, INC.

c/o Lang Management Company, Inc.
20540 Country Club Boulevard
Boca Raton, FL 33434
(407) 487-9790 • FAX (407) 487-1368

November 26, 1997

Re: Amendments to the By-Laws and the Articles of Incorporation

Dear Bay Pointe Homeowner:

Your Board of Directors embarked in a very comprehensive revision of the Bay Pointe By-Laws and Articles of Incorporation. After several months of revision, final editing (in a legal format) was completed by the Association's Attorney.

The Board of Directors found it necessary to revise and amend Documents to better serve Bay Pointe needs in a more direct manner and to eliminate the Developer's name wherever applicable.

At the Board of Directors meeting held on October 7, 1997 a motion was made to pass the Amendments to both these documents as recommended by the board and edited by legal counsel. The motion was seconded and passed unanimously. Authority to amend both the By-Laws and the Articles of Incorporation is vested upon the Board of Directors of Bay Pointe.

These Documents were officially recorded on October 29, 1997 and became effective the date of recordation. Please substitute these revised amended copies of the Articles of Incorporation and the By-Laws and discard the ones you now have.

Your interest in the business of your Association is appreciated.

Sincerely,

Board of Directors

Edward Schiff, President
Sally Goldwasser, 1st Vice President
Sharon Bortz, 2nd Vice President
Burton Berger, Treasurer
Bernard Shatz, Secretary

ng:bpt/amnd.ltr

This instrument prepared by and return to:
LARRY E. SCHNER, ESQ.
LARRY E. SCHNER, P.A.
P.O. Box 3004
Boca Raton, FL 33431
Telephone: (561) 368-6266

OCT-29-1997 8:34am 97-386196
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**FIRST AMENDMENT TO
THE BY LAWS OF
BAY POINTE COMMUNITY ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

Pursuant to §607.1006 of the Florida Statutes, the By Laws of BAY POINTE COMMUNITY ASSOCIATION, INC. are hereby amended pursuant to a vote of the majority of the Board of Directors at a regularly scheduled meeting of the Board of Directors on the 7th day of October, 1997 and pursuant to Article X of the Articles of Incorporation of Bay Pointe Community Association, Inc.

The BY LAWS of Bay Pointe Community Association, Inc. are hereby amended as follows:

(Deletions are indicated by ~~strikeout~~ and additions are indicated as underlined)

II. LOCATION OF PRINCIPAL OFFICE

~~The principal office of the Association shall be located at 7900 Glades Road, Boca Raton, Florida 33434. The principal place of business and the mailing address for the Association is c/o Lang Management Company, 20540 Country Club Blvd., Suite 101, Boca Raton, FL 33434, or at such other place as may be established by resolution of the Board of Directors of the Association.~~

IV BOARD OF DIRECTORS

2. Any vacancy occurring on the Board of Directors because of death, resignation or other termination of services of any Director, shall be filled by the Board of Directors, ~~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 Director appointed by Developer. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until his successor shall have been elected and/or appointed and qualified.~~

V. ELECTION OF OFFICERS

~~2. Developer shall within fourteen (14) days of the date set for the annual meeting of the Association, notify the Secretary and the Nominating Committee of the annual meeting of the Association, notify the Secretary and the Nominating Committee of the names of the Directors the Developer is appointing to the Board of Directors. Within thirty (30) days of such date, the Nominating Committee shall notify the Secretary of the names of the candidates nominated for election to the Board of Directors if any Directors may be elected by the Members.~~

~~3. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine if any Directors may be elected by the Members. In addition to nominations made by the Nominating Committee, petitions for nominees shall be accepted if signed by either fifteen (15) Class A Members or by one-third (1/3) of the Class A Membership, whichever is smaller. Nominations and notification of the vacancies being filled by the Developer shall be placed on a written ballot as provided in Section 4 of this Article and shall be made in advance to the time fixed for the annual meeting.~~

2. The Nominating Committee shall make as many nominations for election to the Board of Directors as the number of Directors to be elected by the Members. In addition to nominations made by the Nominating Committee, petitions for nominees shall be accepted if signed by two (2) or more members, if seconded by two (2) or more Members and permitted by Florida law.

~~43. All elections to the Board of Directors shall be made on written ballots to be voted at the annual meeting, or in the direction of the Board of Directors, by mail thirty (30) days prior to the annual meeting, which ballots shall (a) describe the vacancies to be filled by Class A Members, and (b) and set forth the names of those nominated for each vacancy by the Nominating Committee. or by petition for such vacancy and the names of those appointed to the Board by the Developer. Each Member may, in respect to each vacancy on the Board, cast one (1) vote for each Lot owned by such Member, but no more than one (1) vote per Lot may be cast by Class A Members.~~

54. The members of the Board of directors elected ~~or appointed~~ in accordance with the procedures set forth in this Article shall be deemed elected ~~or appointed~~ as of the date of the annual meeting.

~~6. Developer shall have the right to appoint all of the Directors to the Board of Directors until sixty (60) days subsequent to the date on which the Developer no longer owns at least one (1) Lot in Bay Pointe.~~

VII DIRECTORS AND MEETINGS

1. The annual meeting of the Board of Directors Members of the Association shall be held at the time and place designated by the Board of Directors. The annual meeting for any year shall be held no later than thirteen (13) months after the last preceding annual meeting. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the board of Directors.

2. Written notice of the place, day and hour of the annual meeting of the Members shall be delivered to each Member. Such notice shall be given at least ten (10) days but not more than sixty (60) days before the day named for the annual meeting, by the director or the officers or person calling the meeting. If a meeting is adjourned, notice need not be given for the adjourned meeting or of the business to be transacted at the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment was taken. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, notice shall be given in compliance with this Section to each Member. Any business may be transacted at the adjourned meeting that may have been transacted on the original date of such meeting.

3. Special meetings of the Board of Directors shall be held when called by the President or Vice President of the Association or by any three (3) Directors after not less than three (3) days' notice to each Director.

4. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as ~~through~~ though made at a meeting duly held after regular call and notice that a quorum is present and, if either before or after the meeting, each of

the Directors not present signs a 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 and made a part of the minutes of the meeting.

VIII OFFICERS

1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. The President shall be a member of the Board of Directors, but the other officers need not be. All of the Officers shall be Members of the Board of Directors.

2. ~~Except for officers appointed by the Developer, no officer shall succeed himself/herself to a successive term in office.~~ Any officer may succeed himself/herself to a successive term of office.

3. ~~The officers of the Association shall be elected by the Board of Directors at the annual meeting of the Board of Directors, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.~~ The officers of the Association shall be elected by the Board of Directors at a meeting of the Board that shall be held either immediately following the annual meeting of the Association, or within ten (10) days of the annual meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected.

XII AMENDMENTS

These By Laws may be altered, amended or rescinded by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors, ~~except that no amendment affecting Developer shall be effective without Developer's written consent, which may be withheld in Developer's sole and absolute discretion.~~

Except as amended and modified herein, all other terms and conditions of the By Laws are not changed and are in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the By Laws of Bay Pointe Community Association, Inc., this 7 day of OCT, 1997.

BAY POINTE COMMUNITY ASSOCIATION, INC.

[Signature]
SECRETARY VP
(Print Name and Title)

[Signature]
SECRETARY VP
(Print Name and Title)

BY: [Signature]
PRESIDENT
(Print Name and Title)

[Signature]
VICE PRESIDENT
(Print Name and Title)

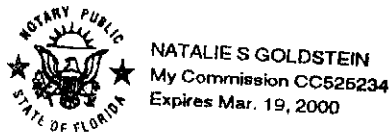
[Signature]
VICE PRESIDENT
(Print Name and Title)

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged before me this 7th day of October, 1997, by the Full Board of Directors of BAY POINTE COMMUNITY ASSOCIATION, INC., who ~~was~~ ^{are} personally known to me or who has produced Florida Driver's License *(other) as identification and who did *(did not) take an oath.

WITNESS my hand and official seal at the County and State aforesaid this 7th day of October, 1997.

Natalie A. Goldstein
Notary Public
My commission expires:



ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

BAY POINTE COMMUNITY ASSOCIATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Second Articles of Amendment to The Articles of
Incorporation of Bay Pointe Community Association, Inc.

SECOND: The date of adoption of the amendment(s) was: 10-7-97

THIRD: Adoption of Amendment (*check one*)




The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.



There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

BAY POINTE COMMUNITY ASSOCIATION, INC.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

EDWARD M. SCHIFF

Typed or printed name

PRESIDENT

Title

10/7/97

Date

8. To ensure compliance with the provisions of the Declaration of Covenants, Conditions and Restrictions of ~~Arvida Country Club ("Master Covenants")~~ the Master Association, as the same may be amended from time to time.

III. GENERAL POWERS

8. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Covenants above identified. The Association shall also have the powers necessary to implement the Purposes of the Association.

10. To join any elective association or partnership, ~~+~~ ~~provided however, for so long as Developer owns any Lot within the Property, the Developer shall appoint any representative(s) to such elective association or partnership. After Developer no longer owns any Lot within the Property, representative(s) shall be designated by vote of membership.~~

IV. MEMBERS

1. The Members shall consist of the Lot Owners and/or spouses in the Property and all such Owners shall be members of the Association. ~~There shall be two (2) classes of members, as follows:~~

~~A. CLASS A MEMBERS. Class A Members shall be all Lot Owners other than the Class B Member. Owners of Lots shall automatically become Class A Members upon purchase of such Lots.~~

~~B. CLASS B MEMBERS. The Class B Member shall be Arvida/JMB Partners, a Florida general partnership, or its designee, successor or assignee as Developer of the Property.~~

V. VOTING AND ASSESSMENTS

~~2. The Developer shall have the right to appoint all of the directors to the Board of Directors so long as it owns at least one (1) Lot in the Property.~~

32. The Association will obtain operating funds by assessment of its members with which to operate in accordance with the provisions of the Declaration of Covenants and Restrictions for the Property, as supplemented by the provisions of the Articles and By Laws of the Association relating thereto.

VI BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of ~~three (3)~~ five (5) Directors. ~~So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida. Developer may, in its discretion, permit the election by the Members of one (1) Member of the Board of Directors prior to the date on which Developer is obligated to turn over control of the Association to the Members.~~

~~In addition, Developer, in its sole discretion, may turn over additional seats on the Board of Directors so that Members may elect Directors to those seats prior to the time that turn over of control by Developer is required. Developer shall have the right to appoint all of the Directors to the Board of Directors until sixty (60) days subsequent to the date on which the Directors to the Board of Directors until sixty (60) days subsequent to the date on which the Developer no longer owns at least one (1) Lot in Bay Pointe. All Directors appointed by the Developer shall serve at the pleasure of the Developer and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Director to serve for a term of one (1) year. The election At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the three (3) elected directors receiving the highest plurality of votes shall be established at two (2) years, with the other two (2) elected directors to serve a term of one (1) year. All elections shall be by plurality vote. All Directors shall hold office for two (2) year terms and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause~~

~~by the affirmative vote of a majority of the Members which elected or appointed them, until the election of new Directors at the next annual meeting or resignation of said Director. Each Every year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each annual election shall be for two (2) years existing at the second (2nd) annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by the Class B Member.~~

X. AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

~~These Articles and By Laws may be altered, amended or repealed by vote of a majority of the Board of Directors. No amendment affecting Arvida/JMB Partners, a Florida general partnership, or its successors or assigns as Developer of the Property shall be effective without the prior written consent of said Arvida/JMB Partners or its successors or assigns, as Developer.~~

XIII TRANSACTIONS IN WHICH DIRECTORS OF OR OFFICERS ARE INTERESTED

~~1. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present as or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.~~

~~2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.~~

1. An Officer or Director may not solicit or accept any thing or service of value, in any amount, from any person providing or proposing to provide, goods or services to the Association. Persons who do so are subject to civil penalties.

2. Any company (or employee of a company) or person doing business with the Bay Pointe Community Association, Inc., must certify that they are providing no payment, service, or consideration to any member of the Board of Directors, or member or chairperson of any committee established by the Board.

3. Any Officer, Director, chairperson, or committee member of the Bay Pointe Community Association, Inc., must do the following:

A. Disclose all material information regarding a conflict of interest to the Board of Directors;

B. Abstain from voting or deliberating on any transaction that might involve a conflict of interest;

C. Refrain from influencing the remaining Officers, Board or committee members, either directly or indirectly; and,

D. Generally remain loyal to the Association in all conflict of interest situations.

4. Any member of the Bay Pointe Community Association, Inc. Board of Directors must identify any potential conflict of interest regarding any issue brought to the consideration of the Board. Failure to identify such potential conflict of interest shall require the Director to resign from his/her position on the Board.

5. Any member or chairperson of a committee established by the Bay Pointe Community Association, inc. Board of Directors must identify any potential conflict of interest regarding any issue brought to the consideration of the committee. Failure to identify such potential conflict of interest shall require the member or chairperson to resign from his/her position on the committee.

XIV DISSOLUTION OR MERGER OF THE ASSOCIATION

1. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed in the following manner:

~~A. Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).~~

BA. Dedication to the County, or its successor, of the Common Areas, as defined in the Declaration of Covenants and Restrictions for Bay Pointe, which shall be effective without the prior written consent of said County or its successor.

CB. Remaining assets shall be distributed among the members as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

XV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 7900 Glades Road, Suite 200, Boca Raton, Florida 33429 and the initial registered agent at such address is Ted R. Brown. However, the present registered office is located at 5295 Town Center Road, Suite 200, Boca Raton, Florida 33486, and the registered agent at such address is WILLIAM K. ISAACSON."

2. Except as amended and modified herein, all other terms and conditions of the Articles of Incorporation shall remain in full force and effect according to their terms.

Adopted on 7th day of October, 1997 in accordance with §607.1002 of the Florida Statutes by the Directors of the corporation and ~~Shareholder~~ Member action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 7 day of OCT, 1997.

BAY POINTE COMMUNITY ASSOCIATION, INC.

Sally Goldstein
SALLY GOLDSTEIN, VP
(Print Name and Title)

BY: Arnold Blau
ARNOLD BLAU, STATE SEC Y
(Print Name and Title)

Sharon Bette
Sharon Bette, VP
(Print Name and Title)

Edward H. Muffey
Edward H. Muffey, Pres
(Print Name and Title)

John W. Ferge
John W. Ferge, Treas
(Print Name and Title)

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged before me this 7th day of October, 1997, by the full Board of Directors of BAY POINTE COMMUNITY ASSOCIATION, INC., who ~~was~~ ^{are} personally known to me or who has produced Florida Driver's License *(other) as identification and who did *(did not) take an oath.

WITNESS my hand and official seal at the County and State aforesaid this 7th day of October, 1997.

Natalie S. Goldstein
Notary Public
My commission expires:



NATALIE S GOLDSTEIN
My Commission CC525234
Expires Mar. 19, 2000