

CERTIFICATE OF AMENDMENTS
OF
BY-LAWS AND ARTICLES OF INCORPORATION
OF
THE WINSTON HOUSE ASSOCIATION, INC.

WE HEREBY CERTIFY THAT the attached amendments to the By-Laws and Articles of Incorporation of The Winston House Association, Inc, as recorded in Official Records Book 4282 at Page 709 of the Public Records of Broward County, Florida, was duly adopted in the manner provided in Article XXX of the By-Laws, that is by proposal of the Board of Directors and approval by not less than 2/3rds of the Private Dwellings in the condominium at a Special Meeting held on January 10, 1994.

IN WITNESS WHEREOF, we have affixed our hands this 29th day of January, 1994, at Fort Lauderdale, Broward County, Florida.

WITNESS:

WINSTON HOUSE ASSOCIATION, INC.

Vincent Governale
Signature

By: Robert Burkhead
Robert Burkhead, President
3050 NE 47th Court #602
Fort Lauderdale, Fl 33308

VINCENT GOVERNALE
Printed

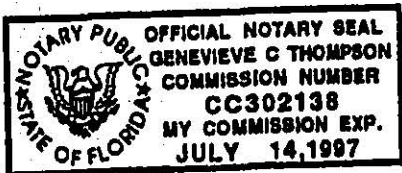
Rudolf H. Tevart
Signature
(RUDOLF H. TEWART)

Printed

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 29th day of January, 1994 by ROBERT BURKHEAD, as President of Winston House Association, Inc. a Florida Corporation not-for-profit, on behalf of the corporation. He has produced a Drivers License as identification and did take an oath.

NOTARY PUBLIC:



Genevieve C. Thompson
Signature

GENEVIEVE C. THOMPSON
Printed Name
Notary Public, State of Florida

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(52)

**AMENDMENTS TO
THE BY-LAWS AND ARTICLES OF INCORPORATION OF
WINSTON HOUSE ASSOCIATION, INC.**

(additions indicated by underlining, deletions by "-----")

2. MEMBERSHIP, QUORUM, VOTING, PROXIES

d) ~~Votes may be cast in person or by proxy.~~ In those instances where the law permits voting by proxy, limited proxies may be made by any person entitled to vote and shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting.

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

a) ~~The Annual Members' Meeting shall be held at the office of the Association at 7:30 o'clock P.M., local time, on the first Wednesday in October such date and time as the Board of Directors shall determine from time to time of each year for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members.; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding Wednesday Monday.~~

c) Notice of all members meetings, regular or special, shall be given by the President, Vice President or Secretary of the Association, or other officer of the Association in absence of said officers, to each member, unless waived in writing, such notice to be written or printed, and to state the time and place and object for which the meeting is called. Such notices shall be given to each member not less than ~~ten-(10)~~ fourteen (14) days nor more than sixty (60) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time and posted on the property fourteen (14) continuous days prior to such meeting. ~~If presented personally, receipt of such notice shall be signed by the member, indicating the date on which such notice was received by him or, in lieu thereof, proof of delivery of such notice may be made by written affidavit of the person making such delivery.~~ If mailed, such notice shall be deemed to be properly given when deposited in the United States mails addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid.

Proof of such mailing shall be given by the affidavit of the person giving the notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. If any members' meeting cannot be .pa organized because a quorum has not attended, or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these By-Laws or the Declaration of Condominium, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum, or the required percentage of attendance if greater than a quorum, is present.

4. BOARD OF DIRECTORS

a) The ~~first~~ Board of Directors of the Association shall consist of ~~four~~ five persons. The number of Directors shall be established by the Board of Directors from time to time.

b) Election of Directors shall be conducted in the following manner:

i) The members of the Board of Directors shall be elected by a plurality of the votes cast by written ballot at the Annual Meeting of the members of the Association, and shall serve for a term of one year until the next Annual Meeting of members.

ii) Vacancies in the Board of Directors may be filled until the date of the next Annual Meeting by the remaining Directors, the successor Director to fill the vacated Directorship for the unexpired term thereof.

iii) In the election of Directors, each member shall be entitled to cast one vote for each Director to be elected, but voting for Directors shall be non-cumulative. No proxy, limited or general, shall be used in the election of the Board of Directors, either in general elections or elections to fill vacancies caused by recall, resignation or other cause.

c) The organization meeting of the newly elected Board of Directors shall be held within ten (10) days of their election and shall be open to all member of the Association. Notice of said organization meeting shall be posted on the Association bulletin boards in the specific location designated by a duly adopted rule of the Board, at such time and at such place shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary provided a quorum shall be present.

d) Regular meetings of the Board of Directors are open to all members of the Association and may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings including an agenda of items for consideration shall be given to each Director, personally or by mail, telephone or telegram, and posted on the Association bulletin boards at least ~~three (3) days~~ 48 continuous hours prior to the day named for such meeting, except in case of emergency or unless notice is waived.

e) Special meetings of the Board of Directors may be called by the President, and must be called by the Secretary at the written request of one-third of the votes of the Board. Said meetings shall be open to members of the Association. Not less than three (3) days' notice of a meeting shall be given to each Director, personally or by mail or telephone or telegram, which notice shall state the time, place and purpose of the meeting. Notice to owners of Special Meetings of the Board of Directors shall be posted on the Association's bulletin boards, in a specific location designated by a duly adopted rule of the Board, at least forty-eight (48) continuous hours prior to said meetings and shall include an agenda of items for consideration. Notices for regular or special meetings where non-emergency special assessments or amendments to Association By-Laws are to be considered shall be given to each

member not less than fourteen (14) days nor more than sixty (60) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time.

k) All meetings of the Board of Directors and any committee meetings where the committee makes recommendations to the Board or member of the Board regarding the Association budget or takes action on behalf of the Board thereof, at which a quorum of the members is present, shall be open to all members. All members in attendance shall have the right to speak at such meetings with reference to all designated agenda items for a reasonable period of time, but not to exceed three (3) minutes. Any unit owner may electronically record meetings of the board of directors so long as the act of such recording is not disruptive to the conduct of the meetings. The ability of owners to speak at meetings and the recording of meetings is subject to reasonable rules duly adopted by the Board.

6. FISCAL MANAGEMENT

b) The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Private Dwelling. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and the balance due upon assessments. Said accounting books shall be retained for a period of not less than seven (7) years.

c) The Board of Directors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association, including but not limited to the following items:

i) Common expense budget, which shall include, without limiting the generality of the foregoing, the estimated amounts necessary for maintenance and operation of Common Property and Limited Common Property, recreational areas, landscaping, street and walkways, office expense, utility services, insurance, administration and reserves (operating and replacement); and

ii) Proposed assessments against each member.

Copies of the proposed budget and proposed assessments shall be transmitted ~~or before January 1 of the year for which the budget is made~~ to members not less than fourteen (14) days prior to the meeting at which the budget will be considered. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished to each member concerned. Delivery of a copy of any budget or amended budget to each member shall not affect the liability of any member for any such assessment, nor shall delivery of a copy of such budget or amended budget be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors to at any time in their sole discretion levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

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f) ~~Fidelity bonds may be required by the Board of Directors in an amount not less than the minimum sum required by law shall be obtained and maintained from all officers and employees of the Association and from any contractor handling or responsible for Association funds. must cover all persons who control or disburse funds of the Association. The amount of such bonds shall be determined by the Directors.~~ The premiums on such bonds shall be paid by the Association.

RECORDED IN THE OFFICIAL RECORDS ROOM
OF BROWARD COUNTY, FLORIDA
COUNTY ADMINISTRATOR

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