

BY-LAWS

MARINER'S BOATHOUSE AND BEACH RESORT CONDOMINIUM ASSOCIATION, INC.

WE HEREBY CERTIFY that the attached amendment to the By-Laws for Mariner's Boathouse & Beach Resort Condominium Association Inc. a Condominium, which Declaration is recorded at O.R 1706, Pages 1256 through 1270, an all amendments thereto, all of the Public Records of Lee County, Florida, which were duly adopted by the Association membership at a duly noticed Member's meeting held on March 28, 1990 and that said Amendments were passed by the required vote.

IN WITNESS WHEREOF, we have fixed our hands this 15th day of March 1991.

WITNESSES:

Handwritten signatures of Beverly A. Little and Elva Gene News.

Mariner's Boathouse & Beach Resort Condominium Association, Inc.

By: Frank Sanders, Jr. - President

Attest: Herman Brummett - Secretary

(Corporate Seal)

RECORDERS MEMO: COLOR OF INK USED TO SIGN/PREPARE DOCUMENT UNSATISFACTORY FOR REPRODUCTION FROM FILM

STATE OF

COUNTY OF

SWORN TO AND SUBSCRIBED by Frank Sanders, Jr. in my presence this 15th day of March 1991.

Notary Public State of

NOTARY PUBLIC STATE OF FLORIDA MY COMMISSION EXP SEPT 27, 1991 BONDED THRU GENERAL INS. 080.

My Commission Expires:

STATE OF

COUNTY OF

SWORN TO AND SUBSCRIBED by Herman Brummett in my presence this 15th day of March 1991.

Notary Public State of

NOTARY PUBLIC STATE OF FLORIDA MY COMMISSION EXP SEPT 27, 1991 BONDED THRU GENERAL INS. 080.

My Commission Expires:

OR2213 PG2516

Return to: Mariner Services Corporation 13391 McGregor Blvd., SW Fort Myers, FL 33919-5996

RECORDED IN COUNTY OF LEE

BY-LAWS  
OF  
MARINER'S BOATHOUSE AND BEACH RESORT  
CONDOMINIUM ASSOCIATION, INC.  
A FLORIDA NON-PROFIT CORPORATION

AMENDED

ARTICLE II: MEMBERSHIP AND VOTING  
Provisions:

Section 2. Voting

(b) A ~~majority~~ Thirty-four (34%) percent of the Unit Owners' eligible total votes shall decide any question, unless the Declaration of Condominium, By-Laws or Articles of Incorporation of the Association provide otherwise.

Section 3. Quorum: Unless otherwise provided in these by-laws, the presence in person or by proxy of ~~ten (10%)~~ thirty-four (34%) percent of the Unit Owners' eligible total votes shall constitute a quorum.

Article III. MEETING OF THE MEMBERSHIP

Section 5. Waiver and Consent: Whenever the vote of members at a meeting is required or permitted by any provision of these By-Laws to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if not less than a ~~majority~~ thirty-four (34%) percent of the members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken; however, notice of such action shall be given to all members, unless all members approve such action.

EXISTING

ARTICLE II: MEMBERSHIP AND VOTING  
Provisions:

Section 2. Voting

(b) A majority of the Unit Owners' total votes shall decide any question, unless the Declaration of Condominium, By-Laws or Articles of Incorporation of the Association provide otherwise.

Section 3. Quorum: Unless otherwise provided in these by-laws, the presence in person or by proxy of ten (10%) percent of the Unit Owners' total votes shall constitute a quorum.

Article III. MEETING OF THE MEMBERSHIP

Section 5. Waiver and Consent: Whenever the vote of members at a meeting is required or permitted by any provision of these By-Laws to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if not less than a majority of the members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken; however, notice of such action shall be given to all members, unless all members approve such action.

Words stricken through are words deleted;  
words underlined are additions.

EXISTING

ARTICLE IV. DIRECTORS

Section 2. First Board of Directors:

(a) The first Board of Directors of the Association who shall hold office and serve until their successors have been elected and qualified, shall consist of the following:

- Allen G. Ten Broek
- David Hunt
- Raymond A. Pavelka

(b) The organizational meeting of a newly elected Board of Directors of the Association shall be held within ten (10) days of their election, at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary, provided a quorum shall be present.

Section 11. Developer's Selection of Directors:

Subject to the provisions of Section 718.301, of the Condominium Act, the Developer shall have the right to designate the Directors who need not be Owners of Units or Unit Weeks in the Condominium, and said Directors may not be removed by members of the Association, as elsewhere provided herein; and where a vacancy occurs for any reason whatsoever, the vacancy shall be filled by the person designated by the Developer.

Section 12. The Management Firm: The Management Firm, as long as any Management Agreement remains in effect, shall be entitled to notice of all Directors' meetings and shall be entitled to attend the Directors' meetings and it may designate such person(s) as it desires to attend such meetings on its behalf.

AMENDED

ARTICLE IV. DIRECTORS

Section 2. First Board of Directors:  
Organizational Meeting of New Directors

~~(a) The first Board of Directors of the Association who shall hold office and serve until their successors have been elected and qualified, shall consist of the following:~~

- ~~Allen G. Ten Broek~~
- ~~David Hunt~~
- ~~Raymond A. Pavelka~~

~~(b) The organizational meeting of a newly elected Board of Directors of the Association shall be held within ten (10) thirty (30) days of their election, at such place, date and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary, provided a quorum of the Directors shall be present.~~

~~Section 11. Developer's Selection of Directors: Subject to the provisions of Section 718.301, of the Condominium Act, the Developer shall have the right to designate the Directors who need not be Owners of Units or Unit Weeks in the Condominium, and said Directors may not be removed by members of the Association, as elsewhere provided herein; and where a vacancy occurs for any reason whatsoever, the vacancy shall be filled by the person designated by the Developer.~~

Section 12. The Management Firm: The Management Firm, as long as any Management Agreement remains in effect, shall be entitled to notice of all Directors' meetings and shall be entitled to attend the Directors' meetings and it may designate such person(s) as it desires to attend such meetings on its behalf.

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EXISTING

Section 13. Powers and Duties: The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by the Declaration of Condominium, this Association's Articles of Incorporation, or these By-Laws, directed to be exercised and done by Unit Owners. These powers shall specifically include, but shall not be limited to the following:

ARTICLE V. OFFICERS

Section 1. Elective Officers: The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors.

One person may not hold more than one of the aforementioned offices, except one person may be both Secretary and Treasurer. The President and Vice-President shall be members of the Board of Directors. Notwithstanding the foregoing, the restriction as to one person holding only one of the aforementioned offices or the President and Vice-President being members of the Board of Directors shall not apply while the Association is under the control of the Developer, the control being the right of the Developer to select a majority of the Board of Directors in accordance with Section 718.301, of the Condominium Act.

ARTICLE VI: FINANCES, ASSESSMENTS, AND MAINTENANCE FEES:

Section 9. Application of Surplus: Any payments or receipts to the Association, whether from Unit Owners or otherwise, paid during the year in excess of the

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AMENDED

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(i) To make special assessments for extreme emergencies where the full use of the facility property "as the owners expected" would otherwise not be available.

ARTICLE V. OFFICERS

Section 1. Elective Officers: The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors.

~~One person may not hold more than one of the aforementioned offices, except one person may be both Secretary and Treasurer. The President and Vice-President shall be members of the Board of Directors. Notwithstanding the foregoing, the restriction as to one person holding only one of the aforementioned offices or the President and Vice-President being members of the Board of Directors shall not apply while the Association is under the control of the Developer, the control being the right of the Developer to select a majority of the Board of Directors in accordance with Section 718.301, of the Condominium Act. Each Director shall be entitled to one vote whether or not he holds one or more of the offices of a principal officer.~~

ARTICLE VI: FINANCES, ASSESSMENTS, AND MAINTENANCE FEES:

Section 9. Application of Surplus: Any payments or receipts to the Association, whether from Unit Owners or otherwise, paid during the year in excess of the

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AMENDED

operating expenses and other common expenses of the Association shall be kept by the Association and applied against the Association's expenses for the following year, or added to one or more of its reserve accounts.

ARTICLE X: AMENDMENTS TO THE BY-LAWS:

(2) If the Amendment has received the unanimous approval of the full Board of Directors, then it shall be approved upon the affirmative vote of the voting members casting a majority of the total votes cast of the members of the Association.

~~(3) If the Amendment has not been approved by the unanimous vote of the Board of Directors, then the Amendment shall be approved by the affirmative vote of the voting members casting not less than three-fourths (3/4ths) of the total votes of the members of the Association; and~~

~~(4)~~ (3) Said Amendment shall be recorded and certified as required by the Condominium Act.

~~(5)~~ (4) Notwithstanding the foregoing, these By-Laws may only be amended with the written approval when required of the parties specified in the Declaration of Condominium to which these By-Laws are attached.

Section 2. Format: No By-Law shall be revised or amended by references to its title or number only. Proposals to amend existing By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Law. See By-Law for present text."

ARTICLE XVIII. Arbitration: Voluntary binding arbitration of internal disputes arising from the operation of the Condominium among Unit Owners, the Association, and other agents and assigns shall be available to such parties pursuant to the provisions of Section 718.1255, Florida Statutes.

EXISTING

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