RETURN TO:

This instrument prepared by:
SHARON A. WEBER, ESQ.
BECKER, POLIAKOFF & STREITFELD, P.A.
REFLECTIONS BUILDING
450 AUSTRALIAN AVENUE SOUTH, SUITE 720
WEST PALM BEACH, FLORIDA 33401

JUL-29-1988 10:18am 88-207564

ORB 5755 Pg 1031

CERTIFICATE OF AMENDMENT TO THE BOCA LAGO DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

WHEREAS, the Boca Lago Declaration of Covenants, Restrictions and Easements has been duly recorded in the Public Records of Palm Beach County, Florida, in Official Record Book 2494 at Page 1417; and,

WHEREAS, the Articles of Incorporation and By-laws for Boca Lago Property Owners Association, Inc. are attached as an exhibit thereto; and,

WHEREAS, at a duly called and noticed meeting of the membership of Boca Lago Property Owners Association, Inc., a Florida not-for-profit corporation, held on April 27, 1988, the aforementioned Declaration, Articles of Incorporation and By-laws were amended pursuant to the provisions of said Declaration, Articles of Incorporation and By-laws.

NOW, THEREFORE, the undersigned hereby certify that the following amendments to the Declaration, Articles of Incorporation and By-laws is a true and correct copy of the amendments to the Boca Lago Declaration of Covenants, Restrictions and Easements, Articles of Incorporation and By-laws as amended by the membership:

AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC.

(underlining indicates additions; "---" indicates deletions)

VIII

DIRECTORS

1. The affairs of the Property Owners Association shall be directed by a Board of Directors. The number of Directors on the Board of Directors shall be ~~three (3)~~ nine (9). ~~No Director need be a Member.~~ Directors shall be appointed or elected in the manner prescribed in the By-Laws.

AMENDMENTS TO THE BY-LAWS OF THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC.

(underlining indicates additions; "---" indicates deletions)

Section 3. Membership, Members' Meetings, Voting and Proxies.

3.2 The Members shall meet annually at the office of the Property Owners Association or at such other place in Palm Beach County, Florida, as determined by the Board and as designated in the notice of such meeting at 7:30 o'clock P.M. Eastern Standard Time on the fourth Wednesday in the month of April of each year (the "Annual Members Meeting") commencing with the year 1976; provided, however, that if that day is a legal holiday, then the meeting shall be held at the same hour on the next succeeding Wednesday which is not a legal holiday. The purpose of the Annual Members Meeting shall be to hear reports of the officers, ~~elect members of the Board~~ to install appointed directors, to elect officers and to transact any other business authorized to be transacted ~~by the Members~~.

3.4 A written notice of all meetings of Members (whether the Annual Members Meeting or a special meeting of the Members) shall be mailed by regular mail or delivered to each Member ~~entitled to vote thereat~~ at the address as it appears in the Address Register not less than fourteen (14) days nor more than thirty (30) days prior to the date of such meeting. Proof of such mailing or delivery shall be given by the affidavit of the person who mailed such notice. The notice shall state the time and place of such meeting and the object for which the meeting is called and shall be signed by an officer of the Property Owners Association. Any provision herein to the contrary notwithstanding, notice of any meeting may be waived by any Member before, during of after such meeting, which waiver shall be in writing.

Section 4. Board of Directors; Directors' Meetings.

4.1 The form of administration of the Property Owners Association shall be by a Board of Directors ~~who shall be elected by the Members at the Annual Members Meeting. The first Board shall consist of three (3) Directors and at no time shall there be less than three (3) Directors nor more than twenty five (25) Directors on the Board. The number of Directors on each Board subsequent to the first Board shall be determined by the members at the Annual Members Meeting~~ which shall consist of nine (9) members. The president of each of the eight (8) condominium associations within the Boca Lago community (Class A members) shall serve as a director in addition to one (1) director appointed by the Boca Lago Country Club (Class B members) for a total of nine (9) members of the Property Owners Association Board.

4.2 The term of each Director's service shall extend ~~until the next Annual Members Meeting~~ for a period of one (1) year and/or until his successor is duly ~~elected~~ appointed and qualified, or until he is removed in the manner elsewhere provided herein.

4.3 Board members shall be installed at the Annual Members Meeting. Each of the eight (8) condominium associations and the Boca Lago Country Club must notify the Property Owners Association of the name of their representative to serve on the Board within ten (10) days subsequent to their respective annual meetings and elections. If the president of a condominium association is unwilling or unable to serve on the Property Owners Association Board, then he or she may designate an alternative person to serve in his or her place provided that said designee is a member of the board of directors of the condominium association. Vacancies in the Board shall be filled by ~~persons elected by the remaining Directors.~~ the board of directors of the condominium association whose representative office to the Property Owners Association Board has become vacant, so that each of the condominium associations are equally represented at all times. ~~Any such person shall be a Director and have all of the rights, privileges, duties and obligations of a Director elected at an Annual Members Meeting and shall serve for the term prescribed in Section 4.2 of these By-Laws.~~

4.4 ~~A Director may be removed from office upon the affirmative vote of two thirds (2/3) of the total votes of all Members cast at a special meeting of the Members for any reason deemed by the Members to be in the best interest of the Property Owners Association. However, before any such Director is removed from office, he shall be notified in writing that a motion to remove him will be made prior to the meeting at which said motion is to be made, and such Director shall be given an opportunity to be heard at such meeting should he be present prior to the vote on his removal.~~ (Intentionally left blank)

WITNESS my signature hereto this 20 day of July, 1988, at Boca Raton, Palm Beach County, Florida.

BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC.

Witness

By: _____
President

Witness

Attest: _____
Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me personally appeared _____ and _____, the President and Secretary, respectively, of the foregoing corporation, known to me personally to be such, and they severally acknowledged to me that the said certificate is the free and voluntary act and deed of them, and each of them, each for himself and not for the other, and that the facts therein stated are truly set forth.

Dated at Boca Raton, Palm Beach County, Florida this 20 day of July, 1988.

_____
Notary Public, State of Florida at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV 26,1990
BONDED THRU GENERAL INS. UND.

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

LAW OFFICES
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