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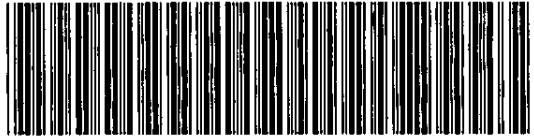
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*merger*  
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FILED  
16 FEB -9 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Boca Ridge Property Owners Association, Inc.  
\_\_\_\_\_  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Keith F. Backer, Attorney at Law

\_\_\_\_\_  
(Contact Person)

Backer Aboud Poliakoff & Foelster, LLP

\_\_\_\_\_  
(Firm/Company)

400 S. Dixie Highway, Suite 420

\_\_\_\_\_  
(Address)

Boca Raton FL 33432

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

Keith F. Backer

\_\_\_\_\_  
(Name of Contact Person)

At ( <sup>561</sup> ) 361-8535

\_\_\_\_\_  
(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED

**ARTICLES OF MERGER**

(Not for Profit Corporations)

16 FEB -9 PM 4: 23

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Boca Ridge Property Owners Association, Inc.	Florida	744422
_____	_____	_____

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Boca Ridge 1999 POA, Inc.	Florida	N99000004252
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on January 21, 2016. The number of directors in office was 3. The vote for the plan was as follows: 2 FOR 0 AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on January 21, 2016. The number of directors in office was 3. The vote for the plan was as follows: 2 FOR 0 AGAINST

Name of Corporation

Typed or Printed Name of Individual & Title

or an officer.

12. Mirza Ghous  
Mirza Ghous

Boca Ridge 1999 POA, Inc.

**Mircea Marandici, President**

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Boca Ridge Property Owners Association, Inc.

Jurisdiction

Florida

The name and jurisdiction of each merging corporation:

Name

Boca Ridge 1999 POA, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

The Articles of Incorporation and Bylaws of the surviving corporation shall control the merged corporation. Copies of the Articles and Bylaws (including amendments) are attached hereto as Exhibits "A" and "B" to this plan.

Any and all corporate acts, plans, policies, contracts, approvals and authorizations of the merging corporation shall be taken as acts of the surviving corporation and shall be as effective and binding thereon as they were to the merging corporation.

Any and all assets, liabilities, accounts of the merging corporation shall become those of the surviving corporation.

The officers and directors of the surviving corporation shall be the same and those of the merging corporation.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

None.

Other provisions relating to the merger are as follows:

Keith F. Backer shall remain the registered agent for the surviving corporation.

# State of Florida

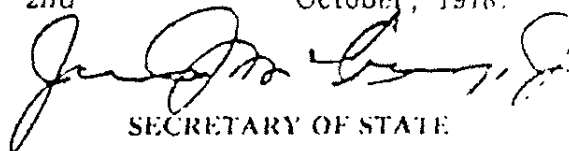
DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of Articles of Incorporation of BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on September 28, 1978, as shown by the records of this office.

The charter number for this corporation is 744422.

GIVEN under my hand and the Great  
Seal of the State of Florida, at  
Tallahassee, the Capital, this the

2nd day of October, 1978.

  
SECRETARY OF STATE

CLERK

EXHIBIT

A

ARTICLES OF INCORPORATION  
OF  
BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not For Profit)

STATE OF FLORIDA  
COUNTY OF DADE  
RECEIVED  
JAN 11 1979  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

ARTICLE I

The name of this corporation shall be BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC. For convenience, the Corporation will be referred to in this instrument as the "Corporation".

ARTICLE II

Purposes

The Corporation does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its members or directors, unless it is dissolved pursuant to Florida Law.

The purpose for which the Association is organized is to provide an entity for the purpose of administering the areas which it owns or controls. The specific purposes for which this corporation is formed include, but are not limited to, the following:

A. to provide for the promotion, regulation, maintenance and control of the recreational areas, roads, promenades, waters and other property within the area owned by the Boca Ridge Property Owner's Association or under the control of the Property Owners Association.

B. to acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owner's association.

C. to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws and these Articles of Incorporation.

D. to otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.



## ARTICLE III

### Principal Place of Business

The principal place of business of the Corporation shall be 9440 Boca Raton Road W, Boca Raton, Florida, or at such other places within the State as the Board of Directors shall by appropriate action hereafter from time to time determine.

## ARTICLE IV

### Powers

The powers of the Corporation shall include and be governed by the following provisions:

A. All powers and duties reasonably necessary to operate pursuant to its purposes, not in conflict with the law, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be general, special, or individual), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.
4. To construct improvements on its property and to reconstruct improvements after casualty.
5. To borrow money and to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
6. To purchase insurance for its properties and insurance for the protection of the Corporation, its officers, directors, and its members.
7. To make and amend reasonable regulations, and to grant exceptions thereto, respecting the construction of improvements, and maintenance and use of the properties of its members.
8. To enforce any regulations, restrictions or limitations imposed.

9. To enforce by legal means the provisions of these Articles, the By-Laws of the Corporation and all rules and regulations for the construction, maintenance and use of the properties of the members.

10. To manage and operate any of its corporate properties, to contract for the management and operation of any corporate properties and to thereby delegate powers and duties of the Corporation.

11. To employ personnel to perform the services required to carry out the purposes of this Corporation.

B. All funds, except such portions thereof as are expended for the expense of the Corporation, and title to all properties belonging to the Corporation shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Corporation.

#### ARTICLE V

##### Members

A. Members of the Corporation shall consist of and be limited to the following:

1. Boca Ridge Villa Condominium Association, Inc.
2. Boca Ridge Condominium Association, Inc.
3. Mr. Kenneth S. Toney and wife as one, successors

and assigns of the property known as:

Tracts 103, 104, 121 and 122, Block 77, PALM BEACH FARMS COMPANY PLAT NO. 3 as recorded in Plat Book 2, pages 45 through 54, less Exhibits "C" and "D" less "A".

In the event that successors of the Toney property are more than one, the successors and assigns of Toney will be considered collectively as one.

B. Membership shall be compulsory and shall continue until such time as a member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee.

C. If ownership of any of the three designated members is vested in more than one person, then all of the persons so owning

the interest shall only be entitled to one vote collectively.

D. Each member of the corporation is entitled to one vote.

E. Voting rights are incident to membership, and any transfer of interest which transfers membership in this Corporation shall automatically transfer the voting rights.

#### ARTICLE VI

##### \* Directors

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than three (3) Directors.

B. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Corporation.

C. The powers and the duties of the Directors shall be designated in the By-Laws of the Corporation.

D. The first election of the Directors by members shall not be held until July, 1980. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Corporation. Subsequent thereto, however, Directors shall consist of one Director who is a representative of Boca Ridge Condominium Association, Inc., one who is a representative of Boca Ridge Villa Condominium Association, Inc. and the other as an owner in whole or in part of the property presently owned by Kenneth S. Toney and wife as described in Article V.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed are as follows:

Donald E. Stiller  
Suite 3B  
420 S. Dixie  
Coral Gables, Florida 33146

James Lindgren  
420 S. Dixie, Suite 3B  
Coral Gables, Florida 33146

Kenneth S. Toney  
9440 Boca Raton Road W  
Boca Raton, Florida 33432

## ARTICLE VII

### Officers

The affairs of the Corporation shall be administered by a President, a Vice President, and a Secretary/Treasurer. The duties and authority of said Officers shall be designated in the By-Laws of the Corporation. Said Officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated are as follows:

Kenneth S. Toney 9440 Boca Raton Road W. Boca Raton, Fla. 33432	President
---	-----------

James Lindgren 420 S. Dixie, Suite 3B Coral Gables, Fla. 33146	Vice President
--	----------------

Donald B. Stiller Suite 3B 420 S. Dixie Coral Gables, Fla. 33146	Secretary/Treasurer
---	---------------------

## ARTICLE VIII

### Removal of Directors, Officers and Members of the Design Control Board

Any Director or Officer may be removed prior to the expiration of his term in the following manner:

A. Any Director or Officer may be removed with or without cause and for any reason, upon a petitioning in writing of two-thirds of the voting members voting at a meeting called for that purpose. The notice shall set forth a time and place for the meeting and the notice shall be given to all members at least ten (1) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings.

B. Any Officer or member may be removed with or without cause and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose.

ARTICLE IX

Indemnification

Every Director or Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding including appellate review or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

ARTICLE X

By-Laws

The By-laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI

Amendments

Amendments to these Articles of Incorporation may be proposed and adopted in the following manner:

A. A resolution for the adoption of a proposed amendment may be proposed either by two-thirds (2/3) of the Board of Directors or by two-thirds (2/3) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

B. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than two-thirds (2/3) of the Board of Directors.

2. By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval of two-thirds (2/3) of all the members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Palm Beach County, Florida.

#### ARTICLE XII

##### Prohibition Against Issuance of Stock and Distribution of Income

This Corporation shall never have or issue any share of stock, nor shall this Corporation distribute any part of the income of the Corporation, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed or prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of the Florida Statutes.

#### ARTICLE XIII

##### Contractual Powers

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily

or otherwise interested in, or is a Director or Officer or member of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV.

The term of this Corporation shall be perpetual.

ARTICLE XV

Subscribers

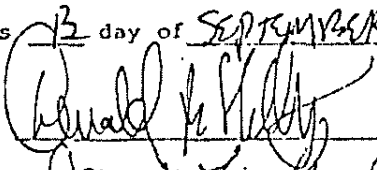
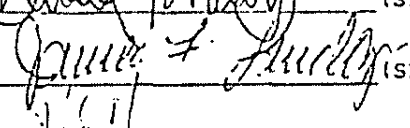
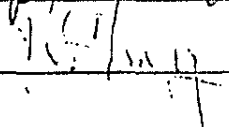
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Donald B. Stiller  
Suite 3B  
420 S. Dixie  
Coral Gables, Florida 33146

James Lindgren  
420 S. Dixie, Suite 3B  
Coral Gables, Florida 33146

Kenneth S. Toney  
9440 Boca Raton Road W.  
Boca Raton, Florida 33432

WITNESS the hands and seals of the incorporators of these Articles of Incorporation this 13 day of SEPTEMBER 1978.

 (SEAL)  
 (SEAL)  
 (SEAL)

I HEREBY CERTIFY that on this day, \_\_\_\_\_, 1978, \_\_\_\_\_, an officer duly authorized in the State and County of Escalante, Utah, in acknowledgment, personally appeared Donald B. Stiller and James Lindgren and that they acknowledged executing the foregoing Certificate of Articles of Incorporation and that the seal affixed thereto is the true Corporate Seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of October, 1978.

My Commission expires . . . . .



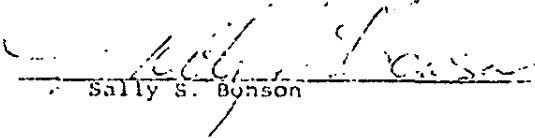
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named SALLY S. BENSON, located at 601 Flagler Drive Court, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process of the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
Sally S. Benson

P.O.A.

BYLAWS

OF

BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I  
DEFINITIONS

Section 1. "Association" shall mean and refer to the BOCA RIDGE PROPERTY OWNERS ASSOCIATION, INC., a not for profit corporation organized and existing under the laws of the State of Florida.

Section 2. "The Properties" shall mean and refer to all property, real or personal owned by the Association.

Section 3. "Lot" shall mean and refer to any lot, unit or other parcel with any and all improvements thereon, in Boca Ridge Glen, Boca Ridge Park Condominium, and Boca Ridge Condominium.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

Section 5. "Member" shall mean and refer to all those Owners who are members of the Association as provided in Article V, Section A, of the Articles of Incorporation of the Association, and/or their successors in interest.

Section 6. Each defined term used herein which is defined in the Articles of Incorporation of the Association ("Articles") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Articles.

ARTICLE II  
LOCATION

Section 1. The principal office of the Association shall be located at 9400 Glades Road, Boca Raton, Florida 33433.

ARTICLE III  
MEMBERSHIP

Section 1. Membership of the Association is as set forth in Article V, Section A, of the Articles.

Section 2. The rights of membership are subject to the payment of assessments levied by the Association for payment of obligations arising under that certain Easement Deed dated September 28, 1978 and recorded at Official Records Book 2949, Page 1305 of the Public Records of Palm Beach County, Florida and arising from the exercise of all lawful rights and duties of the Association.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. The directors of the Association shall be three (3) in number and elected at the annual meeting of the Members and each Member shall be entitled to one (1) Director on the Board. Except as otherwise provided in the Articles of Incorporation of the Association, the election of each director shall be

EXHIBIT

B

separate and shall require a plurality of the votes of those persons voting in each election. There shall be no cumulative voting.

Section 2. Any director may be removed from office at any time with or without cause pursuant to Article VIII of the Articles.

Section 3. The first meeting of a newly 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 (30) days after the annual meeting of Members upon at least three (3) 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 Palm Beach County, Florida, on such days and at such hours as the Board of Directors may, by resolution, designate. A vote of the majority of the Directors shall constitute the acts of the Board.

Section 5. The notice that shall be required to be given of any regular meeting of the Board of Directors shall be the same as specified in Section 7.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) members of the Board and may be held at any place or places within Palm Beach County, Florida.

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 Secretary or by or on behalf of any two (2) members of the Board to each member of the Board not less than three (3) days by mail or one (1) 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. The Board of Directors may act by unanimous written consent in lieu of a meeting.

#### ARTICLE V OFFICERS

Section 1. The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person provided, however, that neither the offices of President and Vice President nor the offices of President and Secretary shall be held by the same person. 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 2. 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 generally assist the President and who shall have such other powers and perform such other 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.

Section 3. The Secretary shall issue notices of all meetings of the membership of the Association and the directors where notice of such meetings are required by law or in these Bylaws. He shall keep the minutes of the meetings of the membership and of the Board of Directors. If the Board of Directors elects or appoints one or more assistant secretaries, such assistant secretaries shall, in the absence or disability of the Secretary, perform the duties of the Secretary in such order as shall be determined by 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. The Treasurer shall cause an annual audit of the Association's books to be made at the close of each fiscal year. In the event the Association enters into a management agreement, the duties and functions of the Treasurer may be delegated to the managing agent to the extent such delegation is determined to be appropriate by the Board of Directors.

Section 5. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

Section 6. There shall be no compensation for any officer or director of the Association for his service in such capacity.

#### ARTICLE VI MEETINGS OF MEMBERS

Section 1. The regular annual meeting of the members shall be held on the third Monday of the month of April in each year at such time and place as shall be determined by the Board of Directors, except that the Board of Directors shall have the right to change the date of regular annual meetings from time to time.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President or the Vice President. In addition, a special meeting of the Members shall be called as directed by resolution of the Board of Directors except for the purpose of removing a Director, which is governed by Article VIII of the Articles.

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 notice 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 fourteen (14) days but not more than forty (40) days in advance of the meeting and shall set forth the general nature of the business to be transacted.

Section 4. The presence at the meeting of Members entitled to cast two-thirds (2/3) of the votes shall constitute a quorum for any action governed by these Bylaws. If a quorum present, the vote of a majority of the members who are present or represented at the meeting and entitled to vote on the subject matter, shall be the act of the membership unless otherwise provided by law or by the Articles of the Association.

Section 5. If at any meeting of the membership there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. Any business which might have been transacted at a meeting when originally called may be transacted at any adjournment thereof. In the case of the adjournment of a meeting, no notice to the Members of such adjournment shall be required other than announcement at the meeting of the time and place of the adjourned meeting.

Section 6. Voting rights of Members shall be as stated in the Articles of the Association. Such votes may be cast in person or by proxy. "Proxy" is defined to mean an instrument containing the appointment of a person who is appointed by a Member to vote for him and in his place and stead. Proxies shall be in writing and shall be valid only for the particular meeting designated therein and any adjournment thereof if so stated. A proxy must be filed with the Secretary before the appointed time of the meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast pursuant to such proxy.

Section 7. At any time prior to a vote upon any matter at a meeting of the membership, any Member may request the use of a secret written ballot for the voting thereon and require the use of such secret written ballot. In the event such secret written ballot is used, the chairman of the meeting shall call for nominations and the election of inspectors of election to collect and tally such secret written ballots upon the completion of the balloting.

Section 8. Roberts Rules of Order (latest edition) shall govern the conduct of all meetings of the Members of the Association when not in conflict with the Articles of the Association, the Bylaws of the Association of the Statutes of Florida.

#### \* ARTICLE VII BOOKS AND RECORDS

Section 1. The books and records of the Association shall, during reasonable business hours, be available at the office of the Association for the inspection of any Member of the Association upon at least seven (7) days prior written request given by such Member to the Association.

#### ARTICLE VIII FISCAL MATTERS

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the last day of December, provided, however, that the Board of Directors shall be authorized to change the fiscal year at such time and from time to time as the Board of Directors shall deem it advisable.

Section 2. The funds of the Association shall be deposited in one or more savings and loan associations or banks in Palm Beach County, Florida under resolutions duly approved by the Board of Directors, and shall be withdrawn only over the signature(s) of the officer(s) authorized to withdraw funds by such resolutions.

Section 4. The Board of Directors shall present at each annual meeting, a full and clear statement of the business and condition of the Association.

ARTICLE IX  
AMENDMENTS; CONFLICTS

Section 1. Subject to the provisions of Section 2 hereof, these Bylaws may be amended at any regular or special meeting of the Members, by the affirmative vote of two-thirds (2/3) of the Members present in person or by proxy. The notice of such meeting shall expressly state that such amendment will be considered at the meeting.

Section 2. In case of any conflict between the Articles of the Association and these Bylaws, the Articles shall govern and control.

WE HEREBY CERTIFY that the foregoing Bylaws of the above named corporation were duly adopted by the Board of Directors of said Association at a meeting held for such purpose on the 2nd day of April, 1984.

*Paul E. M. M. M.*

*Walter Ketay*  
WALTER KETAY

*Paul E. M. M. M.*

*Susan Bush*  
SUSAN BUSH

**RESOLUTION OF THE BOARD OF DIRECTORS OF BOCA RIDGE  
PROPERTY OWNERS ASSOCIATION, INC.**

It is hereby held that by official Resolution of the Board of Directors of Boca Ridge Property Owners Association, Inc., that the 1984 Bylaws of Boca Ridge Property Owners Association, Inc. is amended to incorporate therein the following:

Article VIII, Section 3: In any proceeding brought by either a) the Association, or b) a Member of the Association, seeking to either 1) enforce any right granted under the Articles of Incorporation or Bylaws of Boca Ridge Property Owners Association, Inc. or 2) address any breach of any obligation imposed by the Articles of Incorporation or Bylaws of Boca Ridge Property Owners Association, Inc., the prevailing party in any such proceeding shall be entitled to recover from the non-prevailing party all costs associated with the advancement of such proceeding (including any attorney's fees incurred in litigation, mediation, or arbitration, and including fees incurred pre-suit, pre-mediation, or pre-arbitration, or at the appellate level).

Dated: 9/29/2014

By: Barbara Carlin  
Member of the Board of Directors

By: FOR MIRCEA MARANDIC  
Member of the Board of Directors

By: [Signature]  
Member of the Board of Directors

The foregoing parties have identified themselves to me  
by showing Driver's License (Bryan Halpern) or being personally  
known to me Barbara Carlin this 29th day of Sept. 2014.  
Randi Lee Scheiblich

