OR BK 35714 PG 1692
RECORDED 4/30/2025 3:16 PM
Palm Beach County, Florida
Joseph Abruzzo, Clerk
Pgs: 1692 - 1693; (2pgs)

This Instrument prepared by
and to be returned to:
Daniel A. Weber, Esquire
Sachs Sax Caplan
6111 Broken Sound Parkway NW, Suite 200
Boca Raton, FL 33487
(561) 994-4499

CERTIFICATE OF AMENDMENT
TO THE BYLAWS OF WEST LAKES OF BOCA RATION, INC.

I HEREBY CERTIFY that the amendment attached as Exhibit "A" to this Certificate were duly adopted as an amendment to The Bylaws for West Lakes of Boca Raton, Inc . The original Articles of Incorporation and Bylaws for West Lakes of Boca Raton, Inc., is recorded in Official Records Book 10183, at Page 619, of the Public Records of Palm Beach County, Florida. The second Certificate of Amendment to the Bylaws for West Lakes of Boca Raton, Inc., is recorded in Official Records Book 34935 at Page 1571, of the Public Records of Palm Beach County, Florida.

DATED this 23 day of April, 2025

WITNESSES

Alice Ditman
Signature 7711 NW 29th Street Margate FL 33063
Alice Ditman
Print Name

John Tomaselli
Signature 20918 Sunrise Dr. - Boca Raton FL 33433
John Tomaselli
Print Name

West Lakes of Boca Raton, Inc.

By: Judith Brightly
Judith Brightly, President

By: Sandra Sirota
SANDRA SIROTA, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by means of ☑ physical presence or ☐ online notarization, this 23rd day of April, 2025, by Judi Brightly, as President, and Sandra Sirota, as Secretary, of West Lakes ~~of Boca Raton~~, Inc., a Florida Corporation, not-for-profit, on behalf of the corporation, who are personally known to me or have produced __________________ as identification.

[Notary Seal]

Notary Public State of Florida
Alice M Ditman
My Commission HH 306483
Expires 8/29/2026

Alice M. Ditman
Notary Public
Alice M. Ditman
Name typed, printed or stamped
My Commission Expires:________

EXHIBIT "A"

AMENDMENT TO THE
BY-LAWS OF WEST LAKES OF BOCA RATON, INC.

The Articles of Incorporation and By-Laws for West Lakes of Boca Raton, Inc. are recorded in Official Records Book 10183, at Page 619, of the Public Records of Palm Beach County, Florida.

The By-Laws are hereby amended as follows. As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

Item 1: Article XVII of the Bylaws shall be renumbered to XVIII and a new Article XVII will be created.

ARTICLE XVII ENFORCEMENT

Should it become necessary for the Corporation to enforce these By-Laws, the Articles of Incorporation, the Rules, or the Proprietary Lease, the Corporation shall be entitled to recover from the shareholder all of its reasonable attorney's fees and costs at all levels, including presuit and appeal.

ARTICLE XVIII DEFINITIONS

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EXHIBIT "A"

AMENDMENT TO THE BYLAWS OF WEST LAKES OF BOCA RATON, INC.

The Articles of Incorporation and Bylaws for West Lakes of Boca Raton, Inc. are recorded in Official Records Book 10183, at Page 619, of the Public Records of Palm Beach County, Florida.

As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

Item 1: Article VI of the Bylaws for West Lakes of Boca Raton, Inc. shall be amended as follows adding a new Section 4:

Section 4: Restrictions on Approval of Stock Transfer and Sub-leasing. When considering individuals for approval for issuing for transfer of stock and for the approval of anyone renting property in West Lakes, the Board will require a minimum credit score of 650 confirmed by the Association's screening company, and the individual must not have been:

(a) convicted of a sexual offense, sexual battery, sexual abuse, lewd or lascivious behavior; and/or
(b) convicted of a crime of violence not included in any category listed above; and/or
(c) convicted of any other non-violent felony in the last ten years.

When approving any and all occupants of mobile homes in West Lakes the individual must not have been:

(a) convicted of a sexual offense, sexual battery, sexual abuse, lewd or lascivious behavior; and/or
(b) convicted of a crime of violence not included in any category listed above; and/or
(c) convicted of any other non-violent felony in the last ten years.

CFN 20200232064
OR BK 31544 PG 1862
RECORDED 07/07/2020 14:19:27
Palm Beach County, Florida
Sharon R. Bock, CLERK & COMPTROLLER
Pgs 1862 - 1878; (17pgs)

This instrument was prepared by
And return to:
Steven I. Greenwald, Esq.
Law Offices of Steven I. Greenwald, P.A.
6971 N. Federal Highway, Suite 105
Boca Raton, Florida 33487

CERTIFICATE OF AMENDMENT TO THE BY LAWS OF WEST LAKES OF BOCA RATON, INC.

THIS CERTIFICATE OF AMENDMENT TO THE BYLAWS OF THE WEST LAKES OF BOCA RATON, INC. ("Association") is made this 30th day of June, 2020 by the President and Secretary of the Association.

WE HEREBY CERTIFY THAT the attached By-Laws, attached as Exhibit "A" hereto, represent the amended and restated By Laws of West Lakes of Boca Raton, Inc., duly adopted by the Stockholders at a valid meeting held on March 16, 2020.

WHEREBY, Article II-Directors, Section 1 of the By-Laws-The Affairs and Business of this Corporation shall be managed by a board of eleven (11) Directors, who shall have been Stockholders of record and a resident of West Lakes at least one (1) year prior to their election. The immediate past president, if not a board member, shall serve as consultant to the Board without voting or motion power.

WHEREAS, Article II-Directors, Section 1 of the By-Laws–The Affairs and Business of this Corporation shall be amended to provide that the corporation be managed by a Board of nine (9) Directors, who shall have been Stockholders of record and resident of West Lakes at least one (1) year prior to their election. The immediate past president, if not a board member, shall serve as consultant to the Board without voting or motion power.

NOW, THEREFORE, the President and Secretary of the Association hereby certify that:

1. That at the Annual Meeting of the Stockholders duly conducted on March 16, 2020, and at said meeting, a quorum was attained, and greater than two-thirds (2/3) of the Members present in person or by limited proxy voted in favor of adopting the Amendments to the By-Laws.

2. The approval and adoption of the Amendments appears in the minutes of the Association and said approval is unrevoked.

3. Exhibit "A" attached hereto constitutes in full the By-Laws of the Association, incorporation all amendments thereto.

IN WITNESS WHEREOF, the undersigned have set their hands and seal this this 30th day of June, 2020, at Boca Raton, Palm Beach County, Florida.

WITNESSES (as to both)

Print: DONNA R. SANDERS

Print: DON MARTIN

WEST LAKES OF BOCA RATON, INC.

By: Janet Jefford
Print: Janet Jefford
Title: President
8279 East Club Road
Boca Raton, Florida 33433

Print: DON MARTIN

Print: DONNA R SANDERS

By: Judith Brightly
Print: Judith Brightly
Title: Secretary
8279 East Club Road
Boca Raton, Florida 33433

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of June, 2020 by Janet Jefford, as President of West Lakes of Boca Raton, Inc. and Judith Brightly, as Secretary of West Lakes of Boca Raton, Inc. and are personally known to me or produced ________________ as identification.

Debbie Speakman
Notary Public, State of Florida

My Commission Expires: 8/23/2020

NOTARY PUBLIC STATE OF FLORIDA
DEBBIE SPEAKMAN
MY COMMISSION #GG023764
EXPIRES: AUG 23, 2020
Bonded through 1st State Insurance

WEST LAKES OF BOCA RATON, INC.

A SENIOR COMMUNITY

BY-LAWS

Revised March 17, 1986
Revised April 30, 2009
Revised March 16, 2020

EXHIBIT
tabbies
A

TABLE OF CONTENTS

CORPORATE BY-LAWS
WEST LAKES OF BOCA RATON, INC.
(As approved by the Stockholders at their Annual Meeting – March 16, 2020)

ARTICLE I – MEETINGS OF STOCKHOLDERS

Section 1 **ANNUAL MEETING** - The Annual Meeting of the Shareholders shall be held at the principal office of the Association or such other place as designated in the notice thereof, each year in the month of March.

The Association shall give notice of the Annual Meeting and Election of Directors and follow the procedures as required by Chapter 719 of the Florida Statutes.

(a) Initial Notice. At least sixty (60) days before the scheduled Annual Meeting the Association Secretary shall mail, deliver, or transmit to each Shareholder entitled to vote a first notice at the Shareholder's address as it appears on the records of the Association.

(b) Second Notice. At least fourteen (14) days before the annual meeting the Association Secretary shall mail, deliver, or transmit to each Shareholder written notice, incorporating an identification of agenda items and, if an election is to occur, a ballot and candidate information sheet as required by law. The notice shall also be posted in a conspicuous place on the Property at least fourteen (14) continuous days preceding the annual meeting.

(c) Affidavit of Notice. An officer of the Association must provide an affidavit or United States Postal Service certificate of mailing, to be included in the official records of the Association, affirming that notices of the Association meeting were mailed, hand delivered, or electronically transmitted, in accordance with this provision, to each Shareholder at the address last furnished to the Association.

(d) Conduct at Meetings. The Robert's Rules of Order, Newly Revised shall govern the conduct of all meetings in the absence of specific directions in the By-Laws and the Laws of the State of Florida

Section 2 **QUORUM** - At all meetings of Stockholders except where it is otherwise provided by law, it shall be necessary that a majority of Stockholders be present in person or by proxy to constitute a quorum. The President will confirm the presence of a quorum.

Section 3 **SPECIAL MEETINGS** – Special meetings of Stockholders, other than those regulated by statute, may be called at any time by a majority of the Directors or by the President upon not less than fourteen (14) days, nor more than thirty (30) days' notice to each Stockholder of record. Such notice to contain a statement of the business to be transacted at such meeting, and to be served personally or sent through the post office regular mail addressed to each Stockholder of record at his last known post office address; but at any meeting at which all Stockholders shall be present, or of which Stockholders not present have waived notice in writing, the giving of notice as described above may be dispensed with. The Board of Directors shall also, in like manner, call a Special Meeting of Stockholders whenever so requested in writing by thirty (30) percent of the Stockholders entitled to vote. Special meetings to consider the removal of one or more members of the Board of Directors shall be called at a request signed by not less than ten percent (10%) of the Stockholders. No business other than that specified in the call for the meeting shall be transacted at any Special Meeting of the Stockholders. Informational meetings (non-legislative providing general information) for Stockholders may be held each year between the dates of October 15th and February 15th.

Section 4 **VOTING** - At all meetings of the Stockholders, the manner of deciding, if not specifically regulated by these By-Laws or by Florida law, shall be determined by a majority of the Stockholders present in person or by proxy or by absentee ballot.

4-A **PROXIES** - Election of Directors shall be by ballot in accordance with the procedures of Florida Statutes, Chapter 719. For matters other than election of Directors, Stockholders may not vote by general proxy, but may vote by limited proxy. General proxies may be used to establish a quorum, and for matters for which a limited proxy is not required. Any proxy given shall be effective only for the specific meeting for which it was originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Stockholder(s) executing it. Requests for the proxy form should be received in advance of the meeting at which it will be used and should be, when executed and signed, presented to the Secretary for validation and record prior to the meeting at which it will be used.

Section 5 **ORDER OF BUSINESS** – The order of business of all meetings of the Stockholders shall be as follows:

1. Verification of Quorum
2. Proof of Notice of Meeting or waiver of notice
3. Reading of Minutes of preceding meeting
4. Reports of Officers
5. Reports of Committee Chairmen
6. Unfinished Business
7. New Business

At any Special Meeting, the Order of Business shall be adjusted as closely as possible to conform to the purpose for which such special meeting is called.

ARTICLE II – DIRECTORS

Section 1 **NUMBER** - The affairs and business of this Corporation shall be managed by a board of NINE (9) Directors, who shall have been Stockholders of record and resident of West Lakes at least one (1) year prior to their election. The immediate Past President, if not a Board member, shall serve as consultant to the Board without voting or motion power.

Section 2 **ELECTION OF DIRECTORS** - The election of the Board of Directors shall be held at the Annual Shareholders Meeting, by ballot only. No proxy, limited or general, shall be used as a ballot in the election of Board Members. The ballots to be furnished to the Shareholders shall list the names of those candidates who have duly filed an Intent to Run for a seat on the Board of Directors. Elections shall be decided by a plurality of those ballots cast. There is no quorum requirement. However, at least twenty (20%)

percent of the eligible voters must cast a ballot in order to have a valid election. Notwithstanding this paragraph, an election and balloting are not required unless more candidates file a notice of intent to run than vacancies exist on the Board. If there is no election, The Board of Directors will decide the terms of office for the newly-seated Board members.

(a) CANDIDATES. A Shareholder desiring to be a candidate for Director must provide written Notice of Intent to Run to the Association so that it is received at least forty (40) days before a scheduled election. If desired, the candidate may deliver to the Association an information sheet printed no larger than 8 ½ inches by 11 inches printed in black and white only, to be received at least thirty-five (35) days before the election, to be included with the delivery of the ballot. The Association is not liable for the contents of the information sheets provided by a candidate.

(b) VOTING. Votes must be cast by ballot provided with the second notice of meeting. Proxies cannot be used in the election of Directors. The ballots to be furnished to the Shareholders shall list the name of each candidate in alphabetical order by last name. There shall be no write in votes. Such ballots must be received by the Corporate Secretary on or before the date and time of the Annual Shareholder's Meeting. A Shareholder may not permit any other person to vote his or her ballot, and any ballot improperly cast is invalid. A Director shall be elected by a plurality of the votes; there shall be no cumulative voting. There shall be one (1) vote per 45 shares of stock held by a Shareholder. When two (2) or more persons are shown as holders of the shares of stock, they shall determine between themselves who shall vote the ballot. If there are two votes or more for one 45 shares of stock, then the vote for that set of stock shall be void and not counted.

(c) ELECTION COMMITTEE. Seven (7) days prior to the election, the President shall appoint non-Director Shareholders to count and certify the vote. If there is a dispute as to the result of the vote, the President shall appoint a special committee to recount the votes. The identity of who cast any particular ballot shall be kept secret.

Section 3 <u>**TERMS OF OFFICE OF DIRECTORS**</u> - Each year at the Annual Election, the replacement of Directors whose terms have expired shall be elected for a term of three (3) years. Each Director shall normally serve for three (3) years and be eligible for further three (3) year terms, if nominated. However, at an Annual Election there may also be unfulfilled two (2) year and one (1) year terms as a result of vacancies temporarily filled by the Board in accordance with Section 8. When the voting in Section 2 shall be satisfactorily tabulated, all the candidates shall be listed in descending order, with the largest number of votes at the top and the smallest number at the bottom. The vacant terms shall be assigned to the candidates in the same order, beginning at the top of the list with three (3) year terms, then the two (2) year terms, and finally one (1) year terms. In the event of a tie vote for any one term, the assignment shall be made by majority vote of secret ballots by those Directors whose terms are not expiring at the time of the Annual Election.

Section 4 **<u>DUTIES OF DIRECTORS</u>** - The Board of Directors shall have the control and general management of the affairs of the Corporation by establishing policies governing the conduct of the business of the Corporation through the President as Chief Executive Officer and other officers. Such Directors shall in all cases act as a Board, regularly convened, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they shall deem proper, not inconsistent with these By-Laws and the Laws of the State of Florida. They may establish uniform penalties for infractions of the By-Laws and the Rules and Regulations.

Section 5 **<u>DIRECTORS MEETINGS</u>** - A meeting of the new Board of Directors shall be held within forty-eight (48) hours after the Annual Shareholders Meeting for the purpose of electing the officers of the Association. Regular meetings shall be held on the third (3rd) Monday of each month with the exception of June, July, August and September, during which time the Executive Committee shall function as the Board of Directors, except as provided in the Bylaws and the Articles.

Special meetings of the Board of Directors may be called by the President. The Secretary, upon written request of a majority of the Directors, shall also call a special meeting. However, during June, July, August and September, a special meeting may be called by any member of the Executive Committee. All meetings (regular and special) of the Board of Directors shall be open to all Shareholders and notice of meetings shall be posted conspicuously forty-eight (48) hours in advance, except in case of an extreme emergency.

The March Directors' meeting may be held at the same date and place as the Annual Shareholders' Meeting, if, at the February Directors' meeting, by a majority vote of the Directors present, hold that the amount of business may be transacted more expeditiously just prior to the Annual Shareholders' Meeting.

Prior to the conclusion of each Directors' Meeting, Shareholders in attendance shall be given reasonable time to bring before the Board any pertinent questions as permitted by law. Minutes of all meetings of Shareholders and of the Board of Directors shall be kept in a businesslike manner and be available for inspection by Shareholders and Board Members at all reasonable times.

Section 6 **<u>QUORUM</u>** - At any meeting of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time, not more than seven (7) days later.

Section 7 **<u>VOTING</u>** - At all meetings of the Board of Directors each Director is entitled to one vote.

Section 8 **<u>VACANCIES</u>** - Whenever any vacancy shall occur in the Board of Directors, by death, resignation, removal or otherwise, the vacancy shall be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting or at a special meeting of the Board of Directors called for that purpose. Such election should be held within thirty (30) days after the occurrence of such vacancy. The person appointed so chosen shall hold office until the next Annual Meeting.

Section 9 <u>**REMOVAL OF DIRECTORS**</u> - Florida Statutes, Chapter 719 dictates the procedure for removal of Directors and election of appointment of replacements. The provision of Chapter 719 regarding removal of Directors shall be followed.

Section 10 <u>**COMPENSATION**</u> - The Directors of this Corporation shall serve without compensation except as provided in Article IV, Section 6, for Directors who are also Officers.

ARTICLE III – FINANCE

Section 1 <u>**BUDGET**</u> - The Board of Directors shall cause to be prepared a proposed Annual Budget of Operation and Capital Expenditures which should be reviewed by the Board of Directors no later than the end of the fiscal current year. A copy of the proposed Annual Budget and notice of meeting shall be mailed to the Shareholders not less than fourteen (14) days prior to the meeting at which the board will meet to discuss and vote to adopt the budget.

Section 2 The Board of Directors shall not spend, borrow or obligate the Corporation in an amount in excess of three thousand ($3,000.00) dollars above the approved annual aggregate budget without the Stockholders approval at a regular or special meeting.

Section 3 Any interim budget request/expenditure NOT covered by a line item in the budget over $500 or any expenditure over $500 for an item covered in the budget must be approved by the Board of Directors

Section 4 The Corporation shall be allowed to accumulate funds for taxes and any unforeseen expenses.

Section 5 <u>**COMMON EXPENSES ASSESSMENT**</u> - Common expenses shall include:

A. The expenses of the operation, maintenance, repair or replacement of the cooperative property.
B. Costs of carrying out the powers and duties of the Corporation.
C. Any other expense designated as common expense in the Cooperative Act, Chapter 719, of the State of Florida.
D. Expenses incident to Christmas season decorations and activities.

ARTICLE IV - OFFICERS

Section 1 <u>**NUMBER**</u> - The Officers of this Corporation shall be:

1. President – Chief Executive Officer
2. Vice President
3. Secretary
4. Treasurer

Section 2 **<u>ELECTION</u>** - All officers of the Corporation shall be elected annually by the Board of Directors from among their number at a special meeting within <u>forty-eight</u> (48) hours after the Annual Meeting and shall hold office for the term of one (1) year or until their successors are duly elected.

Section 3 **<u>DUTIES OF THE OFFICERS</u>** - The duties and powers of the Officers of the Corporation shall be as follows:

<u>PRESIDENT - CHIEF EXECUTIVE OFFICER</u>

The President shall preside at all meetings of the Board of Directors and Shareholders and shall have one (1) vote.

He shall preside at each Annual Meeting of the Shareholders, and at monthly Directors meetings, a detailed report of the condition of the business of the Corporation.

He shall cause to be called regular and special meetings of the Shareholders and Directors in accordance with these By-Laws.

He shall be the Chief Executive Officer of the Corporation, operating within the policies promulgated by the Board of Directors.

He shall sign and make all contracts and agreements in the name of the Corporation, subject to the amount appropriated in the Budget, and shall ensure that such contracts and agreements are properly carried out.

He shall, after adoption of the Annual Budget, manage all income and expenditures of the Corporation within the items and amounts prescribed in the Budget.

He shall not make any expenditure for any purpose not covered by the Budget in excess of five hundred dollars ($500.00) without prior approval of the Board of Directors. In an emergency in which the expenditure may exceed five hundred dollars ($500.00), he must secure subsequent approval from the Board of Directors.

He shall appoint, remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than the duly appointed officers, within the framework of the policies set down by the Board of Directors and within the framework of the Annual Budget.

He shall ensure that the books, reports, statements, certificates and tax returns required by the statutes are properly kept, made and filed according to law.

He shall sign all certificates of stock, notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer, and as outlined under the duties of the Treasurer.

He shall cause these By-Laws and the Corporations Rules and Regulations to be enforced, and perform all the duties normally incident to the position and office, and which are required by law.

VICE PRESIDENT

During the absence and the inability of the President to render and perform his duties and/or exercise his powers, as set forth in these By-Laws or in the Acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President; and when so acting, he shall have all the powers and be subject to all responsibilities hereby given to or imposed upon such President.

SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Stockholders in appropriate books.

He shall give and serve all notices of the Corporation.

He shall be custodian of the records and of the Seal and affix the Seal when required.

He shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of capital stock, the manner and the time the same was paid in, the names of the owners thereof, alphabetically arranged, their respective places of residence, their post office addresses, the number of shares owned by each, the time at which each person became such owner, and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of any Stockholder of the Corporation, and permit such Stockholder to make extracts from said books to the extent and as prescribed by law.

He shall sign all Certificates of Stock.

He shall present to the Board of Directors at their stated meetings all communications addressed to the President of the Corporation.

He shall attend to all correspondence and perform all the duties incident to the Office of Secretary.

TREASURER

The treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate or approve.

He shall sign, make and endorse in the name of the Corporation all checks, drafts, warrants and orders for payment of money and pay out and dispose of same and receipt thereof, under the direction of the President or the Board of Directors. All checks are to be countersigned by the President, Vice President, or Secretary.

He shall exhibit at all reasonable times his books and accounts to any Director or Stockholder of the Corporation at the office of the Corporation during business hours.

He shall render in a manner and form as directed by the Board of Directors a detailed statement of the condition of the finances of the Corporation at each regular meeting of the Board of Directors, and at such other times as shall be required of him, and a full financial report at the Annual Meeting of the Stockholders.

He shall keep at the office of the Corporation correct books of account of all its business and transactions and such other books of account as the Board of Directors may require. He shall do and perform all duties pertaining to the Office of the Treasurer.

Section 4 **BOND** - All officers shall be bonded at the expense of the Corporation for the faithful discharge of their duties as the Board may direct.

Section 5 **VACANCIES - HOW FILLED** - All vacancies in any office shall be filled by the Board of Directors at the next regular meeting or at a meeting specially called for that purpose.

Section 6 **COMPENSATION OF OFFICERS** - All officers shall serve without compensation, but may be reimbursed for actual expenses incurred on corporate business. All such reimbursement shall be made only after a written claim submitted to the Corporate Secretary and approved in writing by the Corporate Treasurer.

Section 7 **REMOVAL OF OFFICERS** - The Board of Directors may remove any Officer by a majority vote at any time, with just cause.

Section 8 **SUCCESSION OF PRESIDENCY** - If the absence or inability of the President renders him or her unable to perform his or her duties, as set forth in these By-Laws or in the Acts under which this Corporation is organized, the same shall be performed and exercised by the Vice President. When so acting, he shall have all the powers and be subject to all responsibilities hereby given to or imposed upon such President. If the Vice President is unable, as stated above, the duties and powers shall be assumed by the Secretary. If the Secretary is unable, as stated above, the duties and powers shall be assumed by the Treasurer. The acting Chief Executive shall sign all documents "Acting President."

ARTICLE V

Section 1 **SEAL** - The Seal of the Corporation shall be as follows:

ARTICLE VI – CERTIFICATES OF STOCK

Section 1 **DESCRIPTION OF STOCK CERTIFICATES** - The Certificates of Stock shall be numbered and registered in the order in which they are issued. They shall be issued in consecutive order. Such certificates shall exhibit the holder's name and Social Security Number and amount of shares. They shall be signed by the President or Vice President, countersigned by the Secretary and sealed with the Seal of the Corporation. They shall recite that the stock is not issued as a medium for speculative investment and pursuant to the Articles of Incorporation and the By-Laws of this Corporation gives the holder no rights to dividends or profits, except as provided by law. This stock is issued subject to the Articles of Incorporation, By-Laws and Rules and Regulations of West Lakes of Boca Raton, Inc., including rights of redemption, rights upon default in payment of carrying charges, and other fees and restrictions on transferability therein contained.

Section 2 **ISSUANCE AND TRANSFER OF STOCK** - The Stock of the Corporation shall be assigned and transferred on the books of the Corporation only by the person in whose name it appears on said books, or his or her legal representative. In case of transfer by attorney, the power of attorney, duly executed and acknowledged, shall be deposited with the Secretary. In all cases of transfer, the former certificate must be surrendered and canceled before a new certificate may be issued. No transfer shall be made upon the books of the Corporation within thirty (30) days preceding the Annual Meeting of the Stockholders.

No issuance of transfer of stock giving rights to vote and occupy the property owned by the Corporation shall be made unless and until the purchaser or transferee files with the Board of Directors a statement of intent to reside upon the premises for at least ninety (90) days out of the twelve (12) months next following the filing of such statement and at least ninety (90) days out of each consecutive twelve (12) month period thereafter and shall be in accordance with the Rules and Regulations.

Each Stockholder must be entitled solely by reason of stock ownership in the Corporation to the right of occupancy of a designated site within the property of the Corporation for his or her individually owned dwelling.

Section 3 **LIQUIDATION** - The liquidation of the Corporation shall require the affirmative votes of not less than three-quarters (3/4) of the Stockholders.

ARTICLE VII - COMMITTEES

Section 1 **COMMITTEES** - The Board of Directors shall appoint the following committees:

1. **Executive Committee** - During the four summer months when no regular meetings are held, and when it might not be possible to secure a quorum for a special meeting, the four Corporate Officers shall constitute an Executive Committee.
    a. Duration of Committee. The Executive Committee shall govern during June, July, August, and September when no regular Board of Directors meetings are held.

b. Emergency Powers. The Executive Committee may act in any emergency situation normally requiring a meeting of the Board of Directors after a good faith effort to contact the members of the Board of Directors. Before the Executive Committee takes action, the President must contact personally or by telephone at least a majority of all serving directors to explain the nature of the emergency and the action required. Effort must be made to reach all Directors. Directors so contacted may confirm by letter, email, or other written electronic response of their approval or disapproval to the President.

All decisions made by the Executive Committee must be ratified by the Board of Directors at its next scheduled meeting.

2. Other Committees - as needed and appointed. Each committee shall have at least one (1) Director as a member and all appointments shall be ratified and approved by the Board of Directors.

ARTICLE VIII – RULES AND REGULATIONS

Section 1 The Board of Directors shall, in addition to performing the other duties specified in these By-Laws, establish and adopt Rules and Regulations governing the use and occupancy of mobile homes in West Lakes and all things incident thereto.

ARTICLE IX – NON PAYMENT OF ASSESSMENTS, ETC.

Section 1 Nonpayment or partial payment of carrying charges or other fees levied upon the Stockholders by this Corporation, shall give the Corporation the right to pursue either or all of the following courses of action after reasonable notice to the defaulting Stockholder:

1. Give the defaulting Stockholder fourteen (14) days to make payment as the circumstances fairly require.

2. Cause such Stockholder to remove his property from Corporation premises and suspend any and all rights of residence and voting.

3. Cause suit to be filed against such Stockholder for collection of amounts due and unpaid in which case the Stockholder shall bear the costs and fees of collection including reasonable attorney's fees.

4. Call in and redeem such Stockholder's stock in an amount of the par value less any arrears or carrying charges or other obligations.

5. Assess penalty for late payment or partial payment of carrying charges.

ARTICLE X – DIVIDENDS

Section 1 **WHEN DECLARED** - The Board of Directors may not declare dividends from the surplus profits of the Corporation except on partial or complete liquidation.

ARTICLE XI - BILLS, NOTES, ETC.

Section 1 **HOW MADE** - All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by such officer or officers as designated in these By-Laws. No officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bills payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Corporation, except as herein expressly prescribed and provided.

ARTICLE XII – AMENDMENTS

Section 1 These By-Laws may be amended, repealed, or added to as provided by law. An amendment may be proposed by resolution of a majority of the Board of Directors, or by an instrument in writing signed by thirty percent (30%) of the shareholders of the corporation. Every Amendment shall be first approved by the Board of Directors before being proposed by them to the shareholders. Amendments shall be approved by an affirmative vote of 2/3 majority of the shareholders present and entitled to vote thereon, including those represented by absentee ballots or by proxy, at the Annual Meeting or a Special meeting called for that purpose, provided that a written notice shall have been mailed, delivered, or transmitted to each shareholder of record at least fourteen (14) days prior to the date of such annual or special meeting. The notice shall state the alterations, amendments or changes which are proposed to be made in such By-Laws.

However, any amendment regarding sale of the West Lakes Community or termination of the West Lakes Community shall require approval of Three-Quarters (¾) of all the shareholders.

Only changes as have been specified in the notice shall be made. If, however, all the shareholders shall be present at any regular or special meeting, these By-Laws may be amended by a unanimous vote without any previous notice.

ARTICLE XIII - NON-DISCRIMINATION

In all cases where these By-Laws refer to a Director or Officer as "he", it is understood to indicate "he or she" as any Stockholder, male or female is fully qualified to serve as member of the Board of Directors or Corporate Officer.

ARTICLE XIV - COMMUNITY VEHICLE

Board of Directors shall have the authority to provide passenger vehicle for use in community evening security patrol, and to provide transportation for Stockholders who cannot drive their own cars, for such purposes as shall be determined by the Board of Directors or by the President of the Board of Directors. All necessary costs shall be part of the common expenses of the Corporation.

ARTICLE XV – LIMITATIONS ON OWNERSHIP

Section 1 As of January 1, 1989, at least one (1) Stockholder of each coach must be 55 years of age or older but, will only apply to those seeking ownership in West Lakes after that date.

ARTICLE XVI - FINES

Section 1. In addition to all remedies available to the Corporation, a fine or fines may be imposed upon a shareholder, and/or his or her lessee, or the occupant of the unit, for failure of the shareholder, his or her lessee, or his or her family, guests, invitees, or employees, to comply with the terms and conditions of the Articles of Incorporation, Bylaws, Proprietary Lease or with any Rule and Regulations of the Corporation provided the following procedures are adhered to:

A. NOTICE - The Corporation shall notify the shareholder (and lessee or occupant, if applicable) in writing of the provisions of the Articles of Incorporation, Bylaws, Proprietary Lease, and/or Rules that have been violated ("Notice"). A short, plain statement of the matters asserted by the Corporation shall be included in the Notice. The notice shall state the exact date, time and place of a hearing by a committee of other shareholders delegated to handle infractions, which will hear the matter. At the time of this hearing, the shareholder (or lessee or occupant) may present reasons why a fine should not be imposed. The party against whom the fine is sought shall be given not less than fourteen (14) days' notice of the meeting or hearing.

B. MEETING OR HEARING - The delegated committee shall present the facts of noncompliance to the party against whom the fine is sought to be levied. The party against whom the fine may be levied shall have an opportunity to respond, to present evidence and to provide written and oral argument on all issues involved, and shall have the opportunity at the hearing to review, challenge and respond to any material considered by the committee in making a determination to fine. The Board of Directors shall then meet to impose the fine pursuant to the committee's decision. A written decision of the committee and Board of Directors shall be submitted to the party not later than ten (10) days after the hearing at which the determination is made.

C. AMOUNTS OF FINES - The Committee may impose fines against a shareholder (or lessee or occupant) in an amount determined by the committee; provided, however, that said amount shall not exceed $100.00 per violation. However, a fine may be imposed on the basis of each day of a continuing violation, with single notice and opportunity for hearing provided that no such fine shall in aggregate exceed $1,000.00.

D. PAYMENT OF FINES - Fines shall be paid not later than ten (10) days after notice of their imposition.

E. ATTORNEY'S FEES - Should it become necessary for the Corporation to incur any legal expense to enforce the provisions of this Article, the Corporation shall be entitled to recover its reasonable attorney's fees and costs whether or not litigation has been commenced, at all trial and appellate levels and in any post judgment proceedings for the enforcement or collection of any judgment received.

F. APPLICATION OF PENALTY - All monies received from the fines shall be allocated as directed by the Board of Directors of the Corporation.

G. NON-EXCLUSIVE REMEDY - Fines shall not be construed to be exclusive and shall exist in addition to all other rights and remedies to which the Corporation may be otherwise legally entitled.

ARTICLE XVII DEFINITIONS

Section 1 The following terms whether capitalized or not when used in these By-Laws shall have the respective meanings ascribed to them, except where the context clearly indicates a different meaning:

1. "Corporation" and "Association" means West Lakes of Boca Raton, Inc.
2. "Mobile Home" or "Coach" means a residential structure, transportable in one or more sections, designed to be used as a dwelling on the Property.
3. "Property" means the real property as stated in Article II. Section 1 of the Articles of Incorporation of West Lakes of Boca Raton. Inc.
4. "Shareholder" and "Stockholder" means a person who owns forty-five (45) shares of Corporation stock