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AMENDED AND RESTATED
BY-LAWS
OF

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THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

The By-Laws of the Stuart West Property Owners Association, Inc. were recorded in the public records of Martin County, Florida at Official Records Book 503, pages 1567, et. seq. The same By-Laws are hereby amended and restated by vote sufficient for approval at a Board of Directors' meeting held on April 18, 1995.

ARTICLE I. NAME

This corporation shall be known as THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC., a non-profit Florida corporation.

ARTICLE II. OBJECTIVES

The objectives of this corporation are as follows: To own, maintain, and manage common areas in the subdivision of STUART WEST, and to otherwise provide for the common interests of lot owners in the said subdivision.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of the membership of this corporation shall be held on the third Tuesday of February; one of the purposes of which shall be the election of the Board of Directors for the ensuing year, all of whom shall take office immediately following the election.

Section 2. SPECIAL MEETINGS. Special meetings may be held at the call of the President or by written request of three (3) members of the Board of Directors.

Section 3. NOTICE. At least three (3) days' notice in writing of each meeting, whether annual, regular, or special, shall be mailed to each member of the corporation at his usual place of business or residence.

Section 4. ORDER OF BUSINESS. Order of business at the annual meeting:

- A. Roll Call
- B. Reading of Notice of Meeting
- C. Reading of Minutes of Previous Meeting
- D. Report of President
- E. Report of Treasurer
- F. Report of Secretary
- G. Report of Committees
- H. Election of Directors
- I. Transaction of Other Business Mentioned in Notice
- J. Adjournment

Section 5. QUORUM. ^{50 people} (Twenty percent (20%) of the members shall constitute a quorum) for the transaction of business, but if at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place.

Section 6. VOTING. Every member of the corporation in good standing, defined as current within thirty days (30) of all maintenance fees, dues, indebtedness, assessments, and fees, shall have the right and be entitled to one vote per lot, in person or by proxy, upon every proposal properly submitted to vote at any meeting of the corporation.

Voting for directors shall be conducted by written ballot which shall be personally cast. The ballot shall be sent to all members at least thirty (30) days prior to the Annual Meeting. The ballot shall include all names of candidates approved by the Nominating Committee, as well as the names of any other members who have indicated in writing that they wish to be considered as nominees. The ballot may indicate which candidates have been approved by the Nominating Committee. The election shall be held at the annual meeting, without regard for whether or not a quorum of members is present. If ballots for directors have been received from at least thirty percent (30%) of the membership, then the election shall proceed. 75 people

Section 7. MEMBERSHIP. Each person or persons, or other entity or entities holding an aggregate fee simple interest in any real property and for so long as he or she is such an owner, shall be deemed a member of the corporation. However, each lot shall be represented by one and only one vote. The membership in this Corporation for each owner shall be appurtenant to said real property and shall not be transferred, pledged, or alienated in any way except upon the transfer of title to said real property and then only to the transferee of title to said real property. Any transfer or attempt to make a prohibited transfer shall be void. Any transfer of title to said real property shall operate automatically to transfer said membership to the new owner thereof. There will be no lot splitting except to create larger lots than those platted.

Section 8. STATUTES AND LAWS. These ByLaws shall not supersede the statutes and laws of the State of Florida and the ordinances and laws of Martin County, Florida.

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ARTICLE IV. BOARD OF DIRECTORS

Section 1. NUMBER AND TERM OF DIRECTORS. The business, property, and affairs of this corporation shall be managed by a Board of Directors composed of seven (7) persons who shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified.

Section 2. ELECTION OF DIRECTORS. After the First Board of Directors has performed its function, there will be an election for the seven (7) vacancies on the Board of Directors. The Directors, subsequent to the First Board of Directors, shall be elected at the annual meeting of the Property Association's membership for a one (1) year term, and said term shall extend until the next annual meeting of the members, unless removed in the manner provided elsewhere, or until their successors have qualified.

Section 3 QUALIFICATIONS. The Board of Directors, shall be citizens of the United States of America. At least six (6) of the seven (7) Directors shall be residents of Martin County, Florida. One (1) Director may be a non-resident of Martin County, Florida but must meet all other qualifications of the Board of Directors and must be available to attend the scheduled and special Board of Directors meetings. A Corporate officer of a registered Florida corporation or a licensed Florida business that is a titled owner of a lot in Stuart West may serve as a Director providing he or she meets all of the foregoing requirements.

Section 4. DUTIES OF THE BOARD. The Board of Directors shall transact all business of THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC. It shall determine the policies, fiscal matters, employment of staff and other personnel policies, and in general assume responsibility for the guidance of the affairs of the corporation.

Section 5. QUORUM. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 6. TIME OF MEETING. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members each year, at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by a majority of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than five (5) days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 7. VACANCIES. Vacancies in the Board of Directors shall be filled by elections by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his or her successor has been elected by a vote of the membership present, who may make such election at their next annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

Section 8. POWER TO ELECT OFFICERS. The Board of Directors, at their annual meeting, shall elect a President, Vice President, Secretary, and/or Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the corporation. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 9. REMOVAL OF DIRECTORS, OFFICERS, AND/OR EMPLOYEES. Any Director, officer, and/or employee may be removed by a majority of the Board of Directors. Failure to attend three (3) consecutive meetings without a valid excuse shall constitute cause for the removal of a Director.

Failure of a Director to maintain good standing as defined in Article IV, Section 3, QUALIFICATIONS, shall constitute cause for removal of the Director. Failure of a Director to adhere to these ByLaws and the Covenants, Conditions, and Restrictions of STUART WEST shall constitute cause for removal of the Director.

Section 10. DELEGATION OF POWERS. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 11. POWER TO APPOINT EXECUTIVE COMMITTEE. The Board of Directors shall have power to appoint an Executive Committee in accordance with Article VI, Section 2

composed of all officers and a maximum of two (2) additional Directors at the annual meeting of the Board of Directors, who shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

Section 12. INVESTMENTS. All investments of funds of the corporation shall be first approved by the Administration and Finance Committee.

Section 13. ANNUAL REPORTS. The President and Treasurer shall present their respective reports of the operation of the corporation for the preceding year at the annual meeting of the Board of Directors or the membership.

Section 14. PERSONAL LIABILITY OF DIRECTORS.

- A. Elimination of Liability. To the fullest extent that the laws of the State of Florida, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- B. Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provision of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the

effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw, or provision.

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ARTICLE V. OFFICERS

Section 1. OFFICERS. The officers of the Board of Directors shall be the officers of this corporation. They shall consist of the President, Vice President, Secretary, and/or Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for the period of one (1) year.

Section 2. PRESIDENT.

- A. No person shall be elected to the office of President who has served less than one (1) year on the Board of Directors.
- B. The President shall:
- (1) preside at all meetings of the Board of Directors and at all meetings of the Executive Committee;
 - (2) make all committee appointments other than the Executive Committee and the Nominating Committee;
 - (3) be a member ex-officio of all committees except the Nominating Committee;
 - (4) the chairman of the Executive Committee;
 - (5) perform all other duties usually pertaining to the office of President.

Section 3. VICE PRESIDENT. The Vice President shall:

- A. preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the President;
- B. act in the usual role of the President in absence of the President.

Section 4. THE TREASURER.

A. The Treasurer shall:

- (1) be custodian of all funds and securities of the corporation and collect interest thereon;
- (2) keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors;
- (3) make report at annual meeting and special reports when requested;
- (4) deposit all moneys of the corporation in the name of THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC., in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of two of the officers of the corporation, one of whom shall be the Treasurer and the other of whom shall be the President;
- (5) give surety bond in such amount as the Board of Directors may require, the corporation to pay the premium for such surety bond;
- (6) prepare and file reports and returns required by all governmental agencies.

- B. The detailed bookkeeping shall be performed by a paid, qualified bookkeeper.
- C. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the joint signatures of any two of the officers of the corporation, one of whom shall be the Treasurer and the other of whom shall be the President, Vice President, or Secretary.
- 502 3-3 → D. The Treasurer's accounts and the bookkeeper's records shall be audited annually by an independent auditor.
- E. The Treasurer's accounts and the bookkeeper's records shall be available to the membership at the office of the paid bookkeeper.

Section 5. SECRETARY.

- A. The Secretary shall:
- (1) record the minutes of all meetings;
 - (2) write up the minutes the day following the meeting;
 - (3) confer with the President for possible omissions;
 - (4) send duplicate copy of minutes to the president;
 - (5) shall provide a copy of the minutes to the membership upon receipt of a written request;
 - (6) have custody of the seal of the corporation;
 - (7) give notices of all meetings required by statutes, ByLaws, or resolutions;

- (8) take attendance record at meetings;
- (9) maintain committee reports;
- (10) carry on all necessary correspondence of the corporation;
- (11) perform such other duties as may be delegated to him or her by the Board of Directors and by the Executive Committee.

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ARTICLE VI. COMMITTEES

Section 1. NOMINATING COMMITTEE. The President shall appoint a chairman of the Nominating Committee at the regular meeting of the Board of Directors. The Board of Directors shall select two (2) additional members for this committee from the membership of the corporation. A report of a slate of directors for the ensuing year shall be made at least forty-five (45) days prior to the annual meeting. Additional nominations for directors may be made by any member of the Association, provided that such nominations are received in writing at least forty-five (45) days prior to the annual meeting. No director shall be nominated by the Nominating Committee or by any member of the Association without first having obtained approval of the nominee in writing prior to submission of the candidate's name.

The annual election of the members of the Board of Directors shall be conducted in accordance with the statutes of the state of Florida which dictate the procedures for elections of the Board of Directors of a Florida registered Condominium and/or Homeowners Association.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the officers of the Board of Directors and a maximum of two (2) additional members selected by the

Board of Directors. This Executive Committee shall have full authority to take action in any emergency arising between regular meetings, and shall assist the Executive Director in formulating plans and making recommendations to the Board.

Section 3. STANDING COMMITTEES. With the exception of the Nominating Committee, the membership of which is provided by these ByLaws, the President, within one month after his election, shall make appointments to all appointive committees and the chairman of each such committee from the membership of the Board of Directors. In addition to the standing committees hereinafter established, the President may appoint special committees as the need arises.

The standing committee shall be as follows:

A. ADMINISTRATION AND FINANCE COMMITTEE.

- (1) This committee shall be chaired by Treasurer of the Corporation;
- (2) It shall prepare and present the corporation's annual budget to the Board of Directors for approval or disapproval at the first scheduled meeting after the annual membership meeting and election of the Board of Directors held in February of each year. The Board of Directors shall review and make recommendations to the budget it deems prudent to the Committee;
- (3) It shall present an annual statement of policy and guidelines of its responsibilities to the Board of Directors and the membership at the first scheduled meeting after the annual membership meeting and election of the Board of Directors held in February of each year;

- (4) It shall recommend the independent auditor to schedule and conduct the annual audit of the corporation's financial record keeping. The audit report shall be completed and presented to the Board of Directors and membership not later than ninety (90) days after the corporation's fiscal year-end closing;
- (5) This committee shall recommend to the Board of Directors the qualifications for staff members and their salaries. It shall assist the Executive Director in the selection, employment, and duration of service of personnel;
- (6) It shall study and know the needs of the corporation and prepare a budget for approval by the Board;
- (7) It shall devise ways and means of financing the capital improvements and operating funds;
- (8) It shall pass upon all major expenditures of the corporation, recommending them to the Board of Directors, or apprising them of its disapproval.

Major expenditures shall mean that maximum amount as defined at the annual Board of Directors meeting, for a single product, project, or payment to a single vendor or as any cumulative purchase or payment for a specified product, project, or series of payments to specific vendor(s) associated with the specified product or project.

B. BUILDING AND GROUNDS COMMITTEE.

- (1) This committee shall be responsible for the planning, upkeep, and maintenance of the grounds, building, and equipment;
- (2) It shall plan for future expansion and shall develop and utilize all existing facilities;
- (3) It shall cooperate with the Executive Director in all matters relating to the maintenance of the corporation, including the equipment therein contained;
- (4) It shall approve the buying of all new equipment, supplies, and furnishings except food upon the approval of the Administration and Finance Committee of any and all expenditure(s) defined as major;
- (5) It shall recommend necessary routine repairs; and authorize emergency repairs in the most cost efficient and prudent nature possible to safeguard the grounds, buildings, and/or equipment of the common elements and individual lots and homes of THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

C. ARCHITECTURAL CONTROL AND REVIEW COMMITTEE.

- (1) This committee shall review and pass on plans submitted to them regarding homes and all structures to be placed on any tract/lot within STUART WEST. Approval of all homes and structures shall be given to the requester in writing and upon compliance of all restrictions delineated in the Master Form Deed for STUART WEST;

- (2) It shall use the restrictions delineated in the Master Form Deed for STUART WEST tract/lots to help formulate standards and guidelines.

D. PUBLIC AFFAIRS COMMITTEE.

- (1) The duties of the committee are to act on all matters of public nature or for the owners in STUART WEST as may be required from time to time.

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ARTICLE VII. STAFF

A. EXECUTIVE DIRECTOR. The Board of Directors may employ an Executive Director upon the recommendation of the Administration and Finance Committee and the Executive Committee. The Executive Director shall be responsible to the Board of Directors and the Executive Committee for the performance of the duties connected with his or her office and shall be the administrative head responsible for all staff, subject to the approval of the Board of Directors. In such capacity, the Executive Director shall be responsible for the efficient operation of the corporation, shall represent the corporation at conferences and conventions, with Board members or as the sole representative; shall be present at regular or specially called Board meetings without vote, and shall give a monthly written report. All other staff members shall recognize their responsibility to the Executive Director. The Executive Director shall work with the Administration and Finance Committee in the selection and/or termination of personnel and shall be an ex-officio member of all standing committees.

B. COMPENSATION. Compensation of all employees shall be reviewed by the Administration and Finance Committee and the final decision pertaining to compensation shall be made by the Executive Committee and approved by the Board of Directors.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall be from April 1st through March 31st.

ARTICLE IX. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these ByLaws.

ARTICLE X. AMENDMENTS

Amended
The Board of Directors may later amend, recommend, revise, add to, repeal, or rescind these ByLaws and/or adopt new by-laws at pleasure by a majority two thirds (2/3) vote of all the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal, or rescission of the ByLaws or adoption of new ByLaws shall have been given at least fourteen (14) days preceding the meeting of the Association.

- Amended and Restated ByLaws - X = adopted*
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B-1
1. The foregoing Amended and Restated ByLaws were adopted and passed by vote sufficient for approval at a Board of Directors' meeting held on April 18, 1995.
 2. The adoption of the Amended and Restated ByLaws is recorded in the minutes of said meeting and is unrevoked.

3. All provisions of the ByLaws are herein confirmed and shall remain in full force and effect except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its president and secretary, and its corporate seal affixed on this 10th day of January 1996.

Witnesses: (sign name above line & print name below line)

Patricia C. Mabry

PATRICIA C. MABRY

Michael M. Powers

MICHAEL M. POWERS

Patricia C. Mabry

PATRICIA C. MABRY

Levonina Tory Bright

LEVONIA TORY BRIGHT

STUART WEST PROPERTY OWNERS ASSOCIATION INC.

Glenn Harris

Its President

[Signature]

Its Secretary

Corporate seal:



State of Florida

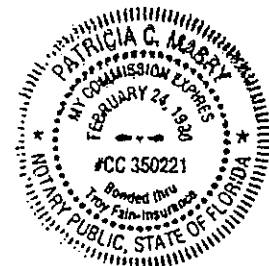
County of St. Lucie

The foregoing instrument was acknowledged before me on Jan 10th, 1996 by Glenn Harris as president of Stuart West Property Owners Association Inc., who is personally known to me or has produced identification in the form of N/A.

Patricia C. Mabry

Notary public

Notary stamp:



State of Florida
County of St. Louis

The foregoing instrument was acknowledged before me on JAN. 10th, 1996 by ROBERT SCHWEEGER as secretary of Stuart West Property Owners Association Inc. who is personally known to me or has produced identification in the form of [Signature]

[Signature]
Notary public
Notary stamp:



CERTIFICATE

Stuart West Property Owners Association Inc. by its duly authorized officers, hereby certifies that the Amended and Restated ByLaws, a copy of which is attached hereto, was duly and regularly adopted and passed by vote sufficient for approval at a Board of Directors' meeting held on April 19, 1995.

WITNESSES: (sign name above line & print name below line)

[Signature]
PATRICIA C. MABRY

[Signature]
MICHAEL M POWERS

[Signature]
PATRICIA C. MABRY

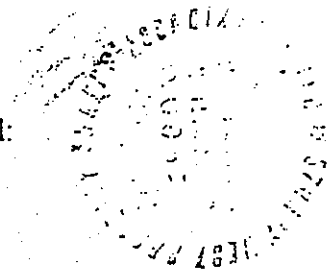
[Signature]
LEVONIA T. BRIGHT

STUART WEST PROPERTY OWNERS ASSOCIATION INC.

[Signature]
Its President

[Signature]
Its Secretary

Corporate seal:

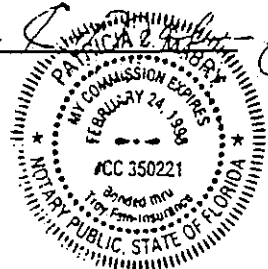


State of Florida

County of St Lucie

The foregoing instrument was acknowledged before me on Jan 10th, 1996 by Glean Harris as president of Stuart West Property Owners Association Inc., who is personally known to me or has produced identification in the form of N/A

Patricia C. Mabry
Notary public
Notary stamp:



State of Florida

County of St Lucie

The foregoing instrument was acknowledged before me on JAN 10th, 1996 by ROBERT SCHWEGER as secretary of Stuart West Property Owners Association Inc. who is personally known to me or has produced identification in the form of N/A

Patricia C. Mabry
Notary public
Notary stamp:



Record and return to:
Wackeen, Cornett & Googe, P.A.
Post Office Box 66
Stuart, FL 34995



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#2 MULTIPLE CHANGES

AMENDMENTS TO THE AMENDED AND RESTATED BY-LAWS OF THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

The By-Laws of the Stuart West Property Owners Association, Inc. were recorded in the public records of Martin County, Florida at Official Records Book 503, pages 1567, et. seq., and were amended and restated in their entirety at Official Records Book 1157, Page 953 et. seq. The same Amended and Restated By-Laws are hereby amended by vote sufficient for approval at a Board of Directors' meeting held on November 19, 1996.

- 1. Articles III, IV, V, VI, VII, X and XI are amended as follows:

ARTICLE III. MEETINGS OF MEMBERS

Section 5. QUORUM. The presence of fifteen percent (15%) of the membership in person or by proxy shall constitute a quorum for the transaction of business, but if at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place.

Section 6. VOTING. Every member of the corporation shall be entitled to cast one vote per lot, in person or by proxy, upon every proposal properly submitted to vote at any meeting of the corporation, including the election of Directors.

Voting for directors shall be conducted by written ballot which shall be cast in person or by proxy. The ballot shall be sent to all members at least thirty (30) days prior to the Annual Meeting. The ballot shall include all names of candidates approved by the Nominating Committee, as well as the names of any other members who have indicated in writing that they wish to be considered as nominees. The ballot may indicate which candidates have been approved by the Nominating Committee. The election shall be held at the annual meeting, without regard for whether or not a quorum of members is present. If ballots for directors have been received from at least fifteen percent (15%) of the membership, then the election shall proceed.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. NUMBER AND TERM OF DIRECTORS. The business, property, and affairs of this corporation shall be managed by a Board of Directors composed of seven (7) persons. Directors shall be members of the corporation and shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified.

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Section 2. ELECTION OF DIRECTORS. The Directors shall be elected at the annual meeting of the corporation for a one (1) year term, and said term shall extend until the next annual meeting of the members, until their successors have qualified, or until removed in the manner provided elsewhere.

At least sixty (60) days before each annual meeting at which an election is to take place, the Board of Directors shall send a notice of such meeting to each member of the corporation.

Any member wishing to run for a position on the Board of Directors must submit his or her name in writing for inclusion on the ballot to the Board of Directors at least forty five (45) days prior to the annual meeting at which the election is to take place.

Section 3. QUALIFICATIONS. At least a majority of the members of the Board of Directors of Stuart West shall be residents of Stuart West. A Corporate officer of a registered Florida corporation or a licensed Florida business that is a titled owner of a lot in Stuart West may serve as a Director providing he or she meets the foregoing requirements.

Section 4. DUTIES OF THE BOARD. The Board of Directors shall transact all business of THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC. It shall determine the policies, fiscal matters, employment of staff and other personnel policies, and in general assume responsibility for the guidance of the affairs of the corporation.

Section 5. QUORUM. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. TIME OF MEETING. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members each year, at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by a majority of the Directors. Except for the annual meeting, notice of each meeting of the Board of Directors shall be posted on a conspicuous place in Stuart West at forty eight (48) hours before the meeting, except in an emergency. Additionally, notice shall be given by the Secretary to each Director not less than five (5) days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 7. VACANCIES. Vacancies on the Board of Directors shall be filled by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his or her successor has been elected by a vote of the membership at their next regularly scheduled annual meeting, or at any special meeting duly called for such purpose.

Section 8. POWER TO ELECT OFFICERS. The Board of Directors, at their annual meeting, shall elect a President, Vice President, Secretary, and a Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary

for the transaction of the business of the corporation. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 9. REMOVAL OF DIRECTORS, OFFICERS, AND/OR EMPLOYEES. Any Director may be removed, with or without cause, by a vote of the majority of the members present at a special meeting called for such purpose, at which a quorum is obtained. Additionally, any Director may be removed by a majority vote of the Board of Directors for three (3) "unexcused absences" from board meetings ("unexcused absences" defined as failure to attend a meetings without the consent of the Board of Directors).

Any officer or employee of the corporation may be removed with or without cause by a majority vote of the entire Board of Directors.

Section 10. DELEGATION OF POWERS. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director.

Section 11. POWER TO APPOINT EXECUTIVE COMMITTEE. The Board of Directors shall have power to appoint an Executive Committee in accordance with Article VI, Section 2 of these By-Laws.

Section 12. INVESTMENTS. All investments of funds of the corporation shall be first approved by the Finance Committee.

Section 13. ANNUAL REPORTS. The President and Treasurer shall present their respective reports of the operation of the corporation for the preceding year at the annual meeting of the Board of Directors or the membership.

Section 14. PERSONAL LIABILITY OF DIRECTORS.

- A. Elimination of Liability. To the fullest extent that the laws of the State of Florida, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director, officer, committee member or any member authorized by the Board of Directors to act on behalf of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.
- B. Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director, officer, committee member or any member authorized by the Board of Directors to act on behalf of the Corporation and each such Director, officer, committee member or any member authorized by the Board of Directors to act on behalf of the Corporation shall be deemed to be so serving in reliance on the provision of this Section. Any amendment or repeal of this Section or adoption of any By-

Law or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, By-Law, or provision.

ARTICLE V. OFFICERS

Section 1. OFFICERS. The officers of the Board of Directors shall be the officers of this corporation. They shall consist of the President, Vice President, Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for the period of one (1) year.

Section 2. PRESIDENT.

- A. No person shall be elected to the office of President who has not previously served at least one (1) year on the Board of Directors, provided however, that if there is no candidate for the Board of Directors who is so qualified and/or who is willing to accept the office of President, then the President will be selected by a vote of the Board of Directors.
- B. The President shall:
- (1) preside at all meetings of the Board of Directors and at all meetings of the Executive Committee;
 - (2) make all committee chairperson appointments other than the Executive Committee;
 - (3) be a member ex-officio of all committees except the Nominating Committee;
 - (4) serve as the chairperson of the Executive Committee;
 - (5) perform all other duties usually pertaining to the office of President.

Section 3. VICE PRESIDENT. The Vice President shall:

- A. preside at all meetings of the Board of Directors and at all meetings of the Executive Committee in the absence of the President;
- B. act in the usual role of the President in absence of the President.

Section 4. THE TREASURER.

A. The Treasurer shall:

- (1) be custodian of all funds and securities of the corporation and collect interest thereon;
- (2) keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors;
- (3) make report at annual meeting and special reports when requested;
- (4) deposit all monies of the corporation in the name of THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC., in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of two of the officers of the corporation, one of whom shall be of the Treasurer and the other of whom shall be any other Officer of the Association; provided however, that the power to deposit the monies of the corporation in a bank or banks selected and designated by the Board of Directors may also be exercised by any bookkeeper so authorized by the Treasurer.
- (5) give surety bond in such amount as the Board of Directors may require, the corporation to pay the premium for such surety bond;
- (6) prepare and file reports and returns required by all governmental agencies.

- B. The detailed bookkeeping shall be performed by a paid, qualified bookkeeper.
- C. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the joint signatures of any two of the officers of the corporation, one of whom shall be the Treasurer and the other of whom shall be the President, Vice President, or Secretary.
- D. The Treasurer's accounts and the bookkeeper's records shall be audited annually by an independent auditor.

- E. The Treasurer's accounts and the bookkeeper's records shall be available to the membership at the office of the paid bookkeeper.

Section 5. SECRETARY.

A. The Secretary shall:

- (1) record the minutes of all meetings;
- (2) write up the minutes within five (5) business days of each meeting;
- (3) confer with the President for possible omissions;
- (4) send duplicate copy of minutes to the president;
- (5) shall provide a copy of the minutes to the membership upon receipt of a written request;
- (6) have custody of the seal of the corporation;
- (7) give notices of all meetings required by statutes, By-Laws, or resolutions;
- (8) take attendance record at meetings;
- (9) maintain committee reports;
- (10) carry on all necessary correspondence of the corporation;
- (11) perform such other duties as may be delegated to him or her by the Board of Directors and by the Executive Committee.

ARTICLE VI. COMMITTEES

Section 1. NOMINATING COMMITTEE. The President shall appoint a chairperson of the Nominating Committee at the regular meeting of the Board of Directors. The Board of Directors shall select two (2) additional members for this committee from the membership of the corporation. A report of a slate of directors for the ensuing year shall be made at least forty-five (45) days prior to the annual meeting. Additional nominations for directors may be made by any member of the Association, provided that such nominations are received in writing at least forty-five (45) days prior to the annual meeting. No director shall be nominated by the Nominating Committee or by any

Amendment to Bylaws #2 Multiple Changes

member of the Association without first having obtained approval of the nominee in writing prior to submission of the candidate's name.

Section 2. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the officers of the Board of Directors and not more than three (3) additional members selected by the Board of Directors. This Executive Committee shall have full authority to take action in any emergency arising between regular meetings, and shall assist the Executive Director in formulating plans and making recommendations to the Board.

Section 3. STANDING COMMITTEES. With the exception of the Nominating Committee, the membership of which is provided by these By-Laws. The President, within one month after his election, shall appoint the committee chairperson of each standing committee from the membership of the Board of Directors. In addition to the standing committees hereinafter established, the President may appoint special committees as the need arises. The standing committees shall be as follows:

A. FINANCE COMMITTEE.

- (1) This committee shall be chaired by Treasurer of the Corporation;
- (2) It shall prepare and present the corporation's annual budget to the Board of Directors for approval or disapproval at the first scheduled meeting after the annual membership meeting and election of the Board of Directors held in February of each year. The Board of Directors shall review and make recommendations to the budget it deems prudent to the Committee;
- (3) It shall recommend the independent auditor to schedule and conduct the annual audit of the corporation's financial record keeping. The audit report shall be completed and presented to the Board of Directors and membership not later than ninety (90) days after the corporation's fiscal year-end closing;

- (4) This committee shall recommend to the Board of Directors the qualifications for staff members and their salaries. It shall assist the Executive Director in the selection, employment, and duration of service of personnel;
- (5) It shall study and know the needs of the corporation and prepare a budget for approval by the Board;
- (6) It shall devise ways and means of financing the capital improvements and operating funds;
- (7) It shall pass upon all major expenditures of the corporation, recommending them to the Board of Directors, or apprising them of its disapproval. Major expenditures shall mean that maximum amount as defined at the annual Board of Directors meeting, for a single product, project, or payment to a single vendor or as any cumulative purchase or payment for a specified product, project, or series of payments to specific vendor(s) associated with the specified product or project.

B. BUILDING AND GROUNDS COMMITTEE.

- (1) This committee shall be responsible for the planning, upkeep, and maintenance of the grounds, building, and equipment;
- (2) It shall plan for future expansion and shall develop and utilize all existing facilities;
- (3) It shall cooperate with the Executive Director in all matters relating to the maintenance of the corporation, including the equipment therein contained;
- (4) It shall approve the buying of all new equipment, supplies, and furnishings except food upon the approval of the Finance Committee of any and all expenditure(s) defined as major;
- (5) It shall recommend necessary routine repairs; and authorize

emergency repairs in the most cost efficient and prudent nature possible to safeguard the grounds, buildings, and/or equipment of the common elements and individual lots and homes of THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

C. ARCHITECTURAL REVIEW COMMITTEE.

- (1) This committee shall review and pass on plans submitted to them regarding homes and all structures to be placed on any tract/lot within STUART WEST. Approval of all homes and structures shall be given to the requester in writing and upon compliance of all restrictions delineated in the Master Form Deed for STUART WEST;
- (2) It shall use the restrictions delineated in the Master Form Deed for STUART WEST tract/lots to help formulate standards and guidelines.

D. PUBLIC AFFAIRS COMMITTEE.

- (1) The duties of the committee are to act on all matters of public nature or for the owners in STUART WEST as may be required from time to time.
- (2) Oversee the publication of a regularly produced bulletin to the corporation's members.

ARTICLE VII. STAFF

A. EXECUTIVE DIRECTOR. The Board of Directors may employ an Executive Director upon the recommendation of the Finance Committee and the Executive Committee. The Executive Director shall be responsible to the Board of Directors and the Executive Committee for the performance of the duties connected with his or her office and shall be the administrative head responsible for all staff, subject to the approval of the Board of Directors. In such capacity, the Executive Director shall be responsible for the efficient operation of the corporation, shall represent the corporation at conferences and conventions, with Board members or as the sole representative; shall be present at regular or specially called Board meetings without vote, and shall give a monthly written report. All other staff members shall recognize their responsibility to the Executive Director.

The Executive Director shall work with the Finance Committee in the selection and/or termination of personnel and shall be an ex-officio member of all standing committees.

B. COMPENSATION. Compensation of all employees shall be reviewed by the Finance Committee and the final decision pertaining to compensation shall be made by the Executive Committee and approved by the Board of Directors.

ARTICLE X. AMENDMENTS

The Board of Directors may later amend, recommend, revise, add to, repeal, or rescind these By-Laws and/or adopt new By-laws by a two thirds (2/3) vote of all the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal, or rescission of the By-Laws or adoption of new By-Laws shall have been given at least fourteen (14) days preceding the meeting of the Association.

ARTICLE XI. FINES

The Board of Directors shall have the power to levy reasonable fines against a unit for the failure of the owner of the unit, or its occupant, licensee, or invitee, to comply with any provision of the Declaration, these By-Laws or the reasonable Rules and Regulations of the corporation, including but not limited to posted speed limits and Architectural/Construction guidelines. No fine will exceed \$50.00 per violation. Prior to the levying of a fine, the party against whom the fine is sought to be levied shall be afforded an opportunity for a hearing after reasonable notice of not less than fourteen (14) days. The hearing will be held before a committee of at least three (3) unit owners appointed by the Board who are not officers, directors or employees of the corporation, or the spouse, parent, child brother or sister of an officer, director or employee of the corporation or the person sought to be fined. If the committee, by majority vote, does not approve the fine, the fine will not be levied.

2. The Amendments to the Amended and Restated By-Laws were adopted by vote sufficient for approval at the Board of Directors Meeting held on November 19, 1996. The adoption of the amendments is recorded in the minutes of said meeting and is unrevoked.

3. All provisions of the Amended and Restated By-Laws are herein confirmed and shall remain in full force and effect except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its president and secretary, and its corporate seal affixed on this 21 day of January, 1997.

WITNESSES: (sign name above line & print name below line)

Kevin M. Jones

Kevin M. Jones

George Dawson

GEORGE DAWSON

Kevin M. Jones

Kevin M. Jones

George Dawson

GEORGE DAWSON

State of Florida
County of Martin

The foregoing instrument was acknowledged before me on Mar. 21, 1997 by Doris J. Dawson as president of Stuart West Property Owners Association Inc., who is personally known to me or has produced identification in the form of _____

Doris J. Dawson

Notary public

Notary stamp:

State of Florida
County of Martin

The foregoing instrument was acknowledged before me on Jan. 21, 1997 by Marian Mastalski as secretary of Stuart West Property Owners Association Inc. who is personally known to me or has produced identification in the form of _____

Doris J. Dawson

Notary public

Notary stamp:

STUART WEST PROPERTY OWNERS ASSOCIATION INC.

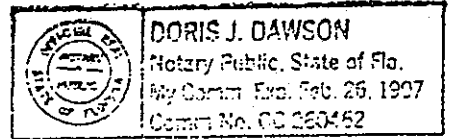
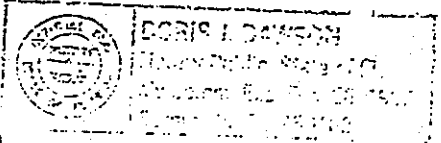
D. A. Kuntze

Its President

Marian Mastalski

Its Secretary

Corporate seal:



Record And Return To:
WACKEEN, CORNETT & GOCCE, P.A.
P.O. Box 62
STUART, FL 34995

CERTIFICATE

Stuart West Property Owners Association Inc. by its duly authorized officers, hereby certifies that the Amendments to the Amended and Restated By-Laws, a copy of which is attached hereto, was duly and regularly adopted and passed by vote sufficient for approval at a Board of Directors' meeting held on November 19, 1996.

WITNESSES: (sign name above line & print name below line)

Kevin M. Jones

Kevin M. Jones

George Dawson

GEORGE DAWSON

Kevin M. Jones

Kevin M. Jones

George Dawson

GEORGE DAWSON

STUART WEST PROPERTY OWNERS ASSOCIATION INC.

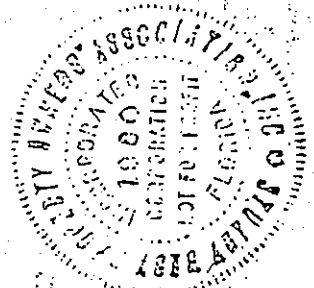
[Signature]

Its President

Miane Mastalski

Its Secretary

Corporate seal:

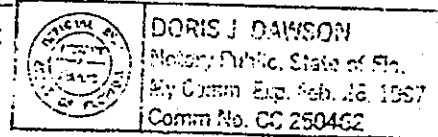


State of Florida
County of Martin

The foregoing instrument was acknowledged before me on Jan 21, 1997 by [Signature] as president of Stuart West Property Owners Association Inc., who is personally known to me or has produced identification in the form of [Signature]

Notary public/ Notary stamp:

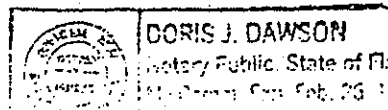
State of Florida
County of Martin



The foregoing instrument was acknowledged before me on Jan 21, 1997 by [Signature] as secretary of Stuart West Property Owners Association Inc. who is personally known to me or has produced identification in the form of [Signature]

Notary public/ Notary stamp:

Record And Return To:
WACKEEN, CORNETT & GOOGE, P.A.
P.O. Box 66
STUART, FL 34995



LAST PAGE

01319073

BY: *[Signature]* D.C.
98 SEP -4 PM 4:20

3

VOTING
ELECTION
NOM COM
FINANCE COMM
FINES

**AMENDMENTS TO THE AMENDED AND RESTATED BY-LAWS
OF
THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC.**

The By-Laws of the Stuart West Property Owners Association, Inc. were recorded in the public records of Martin County, Florida at Official Records Book 503, pages 1567, et. seq., and were amended and restated in their entirety at Official Records Book 1157, Page 953 et. seq, and as further amended at Official Records Book 1120, Page 0279. The same Amended and Restated By-Laws are hereby amended by vote sufficient for approval at a Board of Directors' meeting held on August 18, 1998.

- 1. Articles III, IV, VI, X and XI are amended as follows:

ARTICLE III. MEETINGS OF MEMBERS

Section 6. VOTING. Every member of the corporation shall be entitled to cast one (1) vote per lot, in person or by proxy, upon every proposal properly submitted to vote at any meeting of the corporation, except that voting for directors shall be done by written ballot which must be cast by the member entitled to vote, in accordance with Article IV of these Amended and Restated By-Laws. Proxy voting for directors is prohibited.

ARTICLE IV. BOARD OF DIRECTORS

Section 2. ELECTION OF DIRECTORS. The Directors shall be elected at the annual meeting of the corporation. The term of the directors' service shall be staggered. At the first election following the approval of these Amended and Restated By-Laws, four (4) directors shall serve for two years, and three (3) directors shall serve for one year. The four (4) directors receiving the highest number of votes shall serve for an initial term of two years, with the remaining directors serving an initial term of one year. The length of the terms of all directors elected thereafter will be two years.

In the event that a vacancy occurs on the board prior to the expiration of a term, the vacancy may be filled by the affirmative vote of the majority of the remaining directors. A board member appointed to fill the vacancy shall fill such vacancy for the remainder of the unexpired term of that position.

The election shall be held at the annual meeting, without regard for whether or not a quorum of members is present. If ballots for directors have been received from at least fifteen percent (15%) of the membership, then the election shall proceed.

The Directors shall be elected in the manner set forth herein, as well as in compliance with Article III, Section 6 and Article VI, Section 1 of these Amended and Restated By-Laws.

At least sixty (60) days before each annual meeting at which an election is to take place, the Board of Directors shall send a notice of such meeting to each member of the corporation.

Any member wishing to be included on the ballot as a candidate for the Board of Directors or wishing to nominate another member for inclusion on the ballot as a candidate for election to the Board of Directors, must submit such nomination in writing for inclusion on the ballot to the Board of Directors at least forty-five (45) days prior to the annual meeting at which the election is to take place. All nominees, including those nominated by the Nominating Committee in accordance with Article VI, Section 1 of these Amended and Restated By-Laws, must submit a resume and a brief statement as to why they wish to serve on the Board of Directors. The resume and the statement together shall not exceed one (1) 8 ½ x 11 page, and must be submitted at the time the nomination is submitted. Additionally, nominations for candidates

for election to the Board of Directors may be accepted from the floor of the annual meeting, in accordance with applicable Florida Law.

The ballot shall include all names of candidates nominated by the Nominating Committee, as well as the names of any other members who have indicated in writing that they wish to be considered as nominees in accordance with this Article IV, and shall contain a space to write in candidates nominated from the floor of the meeting. The ballot may not indicate which candidates have been nominated by the Nominating Committee.

Ballots for voting for directors, as well as all resumes and statements submitted by nominees shall be mailed to all members at least thirty (30) days prior to the Annual meeting at which the election is scheduled to take place. Along with the ballots the Association shall send each member an envelope, addressed to the Association, in which the ballot shall be returned to the Association. The exterior of the envelope shall contain a signature space and lot number designation to be filled in by the member casting the ballot. All ballots must be returned to the Association in the envelopes provided, and all envelopes must be signed by the member casting the ballot. If any ballot is not returned in accordance herewith, such ballot shall be disregarded.

Ballots may be mailed or hand delivered to the Association, and must be cast upon the closing of nominations from the floor of the meeting. Ballots are considered cast when received by the Association, and may not be revoked.

ARTICLE VI. COMMITTEES

Section 1. NOMINATING COMMITTEE. The President shall appoint a chairperson of the Nominating Committee at the October Board of Directors meeting held each year. At the November Board of Directors meeting, the Board of Directors shall select two (2) additional members for this committee from the membership of the corporation. Neither members of the Nominating Committee or their spouses, parents, or children shall be eligible as candidates for the such annual election unless there are less than seven (7) members who agree to run as candidates for such election or unless they are nominated as candidates by a member who is not on the nominating committee.

The Nominating Committee shall submit a slate of nominees for the ensuing election at least forty-five (45) days prior to the date scheduled for the election.

Additional nominations for directors may be made by any member of the Association, provided that such nominations are received by the Board of Directors, in writing at least forty-five (45) days prior to the election. No member shall be nominated by the Nominating Committee or by any member of the Association without first having obtained approval of such member, in writing, prior to submission of the member's name as a candidate.

Section 3. STANDING COMMITTEES. With the exception of the Nominating Committee, the membership of which is provided by these Amended and Restated By-Laws, the President, within one month after his election, shall appoint the committee chairperson of each standing committee from the membership of the Board of Directors. In addition to the standing committees hereinafter established, the President may appoint special committees as the need arises.

The standing committees shall be as follows:

A. FINANCE COMMITTEE.

- (1) This committee shall be chaired by Treasurer of the Corporation;
- (2) It shall prepare and present a proposed annual budget to the Board of Directors for approval at a duly scheduled board meeting held in the month of January of each year. The Board of Directors shall review the budget presented by the Committee, and may, in its sole discretion, make any modifications to the budget as it deems appropriate prior to its final approval.

ARTICLE X. AMENDMENTS

The Board of Directors may amend, revise, add to, repeal, or rescind these By-Laws and/or adopt new By-Laws by an affirmative vote of two thirds (2/3) of all the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed amendment, revision, addition, repeal, or rescission of the By-Laws or adoption of new By-Laws shall be given to all members at least fourteen (14) days prior to the date that the meeting of the Board of Directors at which such vote is to be taken is scheduled to take place.

ARTICLE XI. FINES

The Board of Directors shall have the power to levy reasonable fines in accordance with Section 617.305, Florida Statutes (1997), as amended from time to time, against a lot for the failure of the owner of the lot, or its occupant, licensee, or invitee, to comply with any provision of the Declaration, these Amended and Restated By-Laws or the reasonable Rules and Regulations of the corporation, including but not limited to posted speed limits and Architectural/Construction guidelines. No fine will exceed \$50.00 per violation, provided however, that a fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing as set forth below, but no such fine shall exceed \$1,000.00 in the aggregate. Prior to the levying of a fine, the party against whom the fine is sought to be levied shall be afforded an opportunity for a hearing after reasonable notice of not less than fourteen (14) days. The hearing will be held before a committee of at least three (3) lot owners appointed by the Board who are not officers, directors or employees of the corporation, or the spouse, parent, child brother or sister of an officer, director or employee of the corporation or the person sought to be fined. If the committee, by majority vote, does not approve the fine, the fine will not be levied.

Any fine not paid within thirty (30) days from the date it is levied shall be considered a charge on the land and a continuing lien against the property, and shall be enforceable by the corporation in the same manner as assessments, pursuant to Article IV of the Declaration of Covenants, Conditions and Restrictions of Stuart West as recorded in the Public Records of Martin County, Florida, at Official Records Book 503, Page 1548, et. seq., and as amended from time to time.

2. The Amendments to the Amended and Restated By-Laws were adopted by vote sufficient for approval at the Board of Directors Meeting held on August 18, 1998. The adoption of the amendments is recorded in the minutes of said meeting and is unrevoked.

3. All provisions of the Amended and Restated By-Laws are herein confirmed and shall remain in full force and effect except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its president and secretary, and its corporate seal affixed on this 1 day of September, 1998.

WITNESSES: (sign name above line & print name below line)

Nancy J. Hodde

Nancy T. Hodde

[Signature]

JEROME H. L. ROSS

George Dawson
George Dawson

Andrea Ammon
Andrea Ammon

P. C. Hoag

Patricia C. Hoag

STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

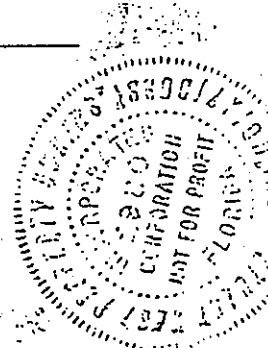
Larry Huntsinger

Larry Huntsinger
Its President

Doris Dawson
Doris Dawson

Office held: Secretary

Corporate seal:



State of Florida
County of Martin

The foregoing instrument was acknowledged before me on September 1, 1998 by Larry Huntsinger, as president of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of IA.

Nancy J. Hodde
Notary public

Notary stamp:

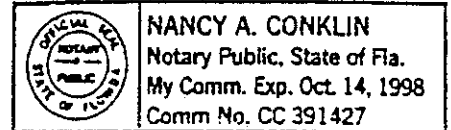


NANCY T. HODDE
MY COMMISSION # CC465824 EXPIRES
July 8, 1999
BONDED THRU TROY FARM INSURANCE, INC.

State of Florida
County of Martin

The foregoing instrument was acknowledged before me on September 1, 1998 by Doris Dawson as Secretary of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of N/A.

Nancy A Conklin
Notary public
Notary stamp:



CERTIFICATE

Stuart West Property Owners Association, Inc., by its duly authorized officers, hereby certifies that the Amendments to the Amended and Restated By-Laws, a copy of which is attached hereto, was duly and regularly adopted and passed by vote sufficient for approval at a Board of Directors' meeting held on August 18, 1998.

Witnesses: (sign name above line & print name below line)

Nancy J Hodde

Nancy T. Hodde

[Signature]

TERESA L. BISS

George Dawson
George Dawson

Andrea Ammon
Andrea Ammon

[Signature]

Patricia C. Hoag

STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

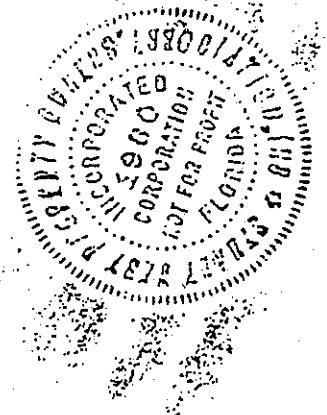
Larry Huntsinger

Larry Huntsinger
Its President

Doris Dawson
Doris Dawson

Office held: Secretary

Corporate seal:



State of Florida
County of Martin

The foregoing instrument was acknowledged before me on September 1, 1998 by Larry Huntsinger as president of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of N/A.

Nancy T. Hodde
Notary public/Notary stamp:



NANCY T. HODDE
MY COMMISSION # CC465824 EXPIRES
July 8, 1999
BONDED THRU TROY FARM INSURANCE, INC.

State of Florida
County of Martin

The foregoing instrument was acknowledged before me on September 1, 1998 by Debra Dawson as Secretary of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of N/A.

Nancy A. Conklin
Notary public/Notary stamp:



NANCY A. CONKLIN
Notary Public, State of Fla.
My Comm. Exp. Oct. 14, 1998
Comm No. CC 391427

Record & return to:
Deborah L. Ross, Esquire
Wackeen, Cornett, Gooze & Ross, P.A.
401 East Osceola Street
Stuart, FL 34994

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#4 Treasurer Audit

AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS
OF
THE STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

The By-Laws of the Stuart West Property Owners Association, Inc. were recorded in the public records of Martin County, Florida at Official Records Book 503, pages 1567, et. seq., and were amended and restated in their entirety at Official Records Book 1157, Page 953 et. seq., and further amended at Official Records Book 1220, page 0279 et. seq. and Official Records Book 1333, page 2411 et. seq. The same Amended and Restated By-Laws are hereby amended by vote sufficient for approval at a Board of Directors' meeting held on April 20, 1999.

1. Article V, Section 4 D is amended as follows:

ARTICLE V. OFFICERS

Section 4. TREASURER.

- D. The Treasurer's accounts and the bookkeeper's records shall be either "compiled", "reviewed", or "audited" annually by an independent accountant as determined from time to time by the Board of Directors of the Association.

Record & return to:
Cornett, Gooze, Ross & Earle
Post Office Box 66
Stuart, FL 34995

2. The amendment to the Amended and Restated By-Laws were adopted by vote sufficient for approval at the Board of Directors Meeting held on April 20, 1999. The adoption of the amendment is recorded in the minutes of said meeting and is unrevoked.

3. All provisions of the Amended and Restated By-Laws are herein confirmed and shall remain in full force and effect except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its president and secretary, and its corporate seal affixed on this 30 day of APRIL, 1999.

Witnesses: (sign name above line & print name below line)

Doris Dawson

DORIS DAWSON

George Dawson

GEORGE DAWSON

George Dawson

GEORGE DAWSON

Andrea Ammon

Andrea Ammon

STUART WEST PROPERTY
OWNERS ASSOCIATION, INC.

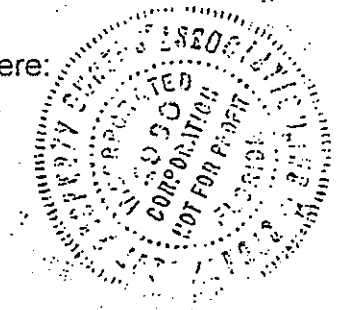
Larry Huntsinger

Larry Huntsinger
President

Doris Dawson

Doris Dawson
Secretary

Emboss Corporate seal here:

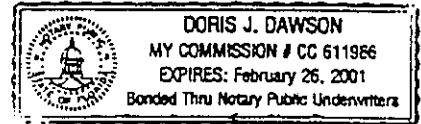


State of Florida
County of MARTIN

The foregoing instrument was acknowledged before me on APR 15 30, 1999 by Larry Huntsinger as president of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of _____

Doris J. Dawson

Notary public
Notary stamp:



State of Florida
County of MARTIN

The foregoing instrument was acknowledged before me on April 30, 1999 by Doris Dawson as secretary of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of personally known

Nancy A. Conklin

Notary public
Notary stamp:



CERTIFICATE

Stuart West Property Owners Association, Inc., by its duly authorized officers, hereby certifies that the Amendment to the Amended and Restated By-Laws, a copy of which is attached hereto, was duly and regularly adopted and passed by vote sufficient for approval at a Board of Directors' meeting held on April 20, 1999.

Witnesses: (sign name above line & print name below line)

Doris Dawson

DORIS DAWSON

George Dawson

GEORGE DAWSON

STUART WEST PROPERTY OWNERS ASSOCIATION, INC.

Larry Huntsinger
Larry Huntsinger
President

George Dawson

GEORGE DAWSON

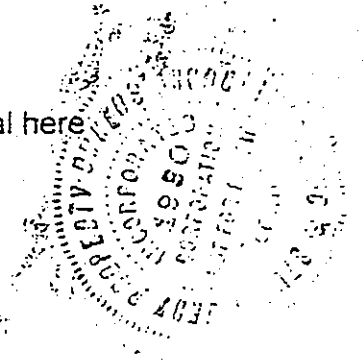
Andrea Ammiral

Andrea Ammiral

Doris Dawson

Doris Dawson
Secretary

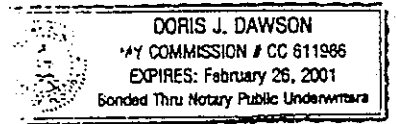
Emboss Corporate seal here



State of Florida
County of MARTIN

The foregoing instrument was acknowledged before me on APRIL 30, 1999 by Larry Huntsinger as president of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of _____

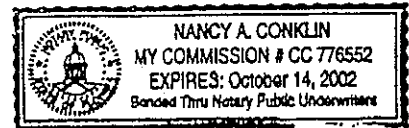
Doris J. Dawson
Notary public/Notary stamp:



State of Florida
County of Martin

The foregoing instrument was acknowledged before me on April 30, 1999 by Doris Dawson as secretary of Stuart West Property Owners Association, Inc., who is personally known to me or has produced identification in the form of personally known

Nancy Conklin
Notary public/Notary stamp:



-last page-

Record & return to:
Cornett, Googe, Ross & Earle, P.A.
401 East Osceola Street
Stuart, FL 34994