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RESTATED BY LAWS OF
HAMMOCKS COMMUNITY ASSOCIATION, INCORPORATED

a Florida not-for-profit corporation

ARTICLE I

Definitions

Section 1. "Association" shall mean and refer to Hammocks Community Association, Incorporated, a non-profit corporation organized and existing under the laws of the State of Florida.

Section 2. The "Properties" shall mean and refer to all of the property subject to that certain Amended and Restated Declaration of Covenants, Restrictions, Easements, Charges and Liens for the Hammocks, recorded in Official Records Book 13899 at Page 311 of the public records of Dade County, Florida (the "Declaration"), together with all such other property which may be added thereto consistent with the Declaration but not including any property withdrawn from the provisions thereof.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot.

Section 4. "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article III, Section 1 of the Articles of Incorporation of the Association.

Section 5. Terms defined in the Declaration or Articles of Incorporation shall have the same meaning as provided therein.

Section 6. "Unit" shall mean and refer to each "Home" and "Business Unit", as defined in Article I (g) and (k) of the Declaration, that has been constructed or may be constructed in accordance with existing zoning regulations on the Properties.

ARTICLE II

Location

The principal office of the Association shall be located at the residence or place of business in Dade County, Florida of the then President of the Association.

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ARTICLE III

Membership

Section 1. Membership of the Association is as set forth in Article III of the Articles of Incorporation of the Association and Article III of the Declaration.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against each owner of, and becomes a lien upon, the Lots against which such assessments are made, as provided in Article VI of the Declaration. During any period in which a Member shall be in default in the payment of any assessment levied by the Association, the Member's right to use the recreational facilities of the Common Properties may be suspended by the Board of Directors until such assessment has been paid. Further, such rights of a Member may be suspended, after notice and a hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Properties.

Section 3. All present and future Members shall be subject to these By-Laws and to the rules and regulations issued by the Association to govern the conduct of its Members.

ARTICLE IV

Use of Facilities

The Common Properties shall be limited to the use of the Members and their guests. In the event that a Member shall lease or permit another to occupy his Home, Lot or Business Unit, the lessee or occupant shall, at the option of the Member, be permitted to enjoy the use of the Common Properties in lieu of and subject to the same restrictions and limitations as said Member. Any Member, lessee or occupant entitled to the use of the Association facilities may extend such privileges to members of his family residing in his household.

ARTICLE V

Board of Directors

Section 1. Number and Term. The number of Directors which shall constitute the whole Board shall not be less than seven, but shall be such number as the Board shall, from time to time, determine. An initial Board consisting of three Directors shall be designated by the Developer to serve until the first annual meeting of the Association. Beginning in 1992 at an annual election as provided in Section 2

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hereof, the Members shall vote for and elect such number of Directors as is designated by the Board to serve for one year terms and until their successors have been duly elected and qualified. All Directors must be either Members of the Association or authorized representatives, officers, or employees of the Developer, Builders, owners of Residential Rental Apartment Buildings or corporate Members of the Association. The Board of Directors shall consist of specified seats for the different classes of membership, as hereinafter described.

a) There shall be one "fixed" seat for the Class C Member for so long as the Developer owns at least one Lot and desires to maintain a seat on the Board

b) There shall be one "fixed" seat for a Class A Member who lives in a Neighborhood which does not have its own Local Association. This Director shall chair the Committee of the Board which supervises the "Neighborhood Committees" established pursuant to Article I, Section q and Article XIII of the Declaration

c) There shall be as many "percentage" seats as the Board shall determine so that the total Board shall consist of an odd number of Directors, not less than seven in total. The percentage of each Class shall be determined based upon the Association's records as of October 1st of each year by dividing the number of units in a particular Class by the total units on The Properties. Each Class percentage shall be multiplied by the total number of "percentage" seats established by the Board. Each Class shall have one "percentage" seat for each whole number so determined. In the event this computation produces fractional seats, the additional "percentage" seats shall belong to that Class or Classes which have the largest fraction or fractions.

d) An example of allocating 7 "percentage" seats on a 9 person Board, which includes the 2 "fixed" seats is as follows:

Class of Member	Units in each class	Percent of total Units		Number of percentage seats		Fractional number of Seats		Class Seats (rounded to largest fraction)
Class A	2,913	.35	x	7	=	2.45	=	2
Class B	1,317	.16	x	7	=	1.12	=	1
Class C	1,883	.23	x	7	=	1.61	=	2
Class D	34	.00	x	7	=	.00	=	0
Class E	<u>2,153</u>	<u>.26</u>	x	7	=	<u>1.82</u>	=	<u>2</u>
	8,300	100%				7.00		7

e) Each "fixed" seat and each Class "percentage" seats shall have an Alternate Director who may attend all Board meetings but shall only vote in the event of the absence of a Director for whom he or she is an alternate.

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f) For any calendar year, any Class may waive any or all of its seats, by a written instrument signed by all Members of that Class. Such waiver shall be filed with the Association on or before October 15th of the prior year. In that event, the "percentage" seats shall be recomputed without considering the units in such Class representing the seat or seats waived.

g) For any calendar year, the Class "C" Member may designate any or all of its "percentage" seats to any other Class or Classes. Such designation shall be made by a written instrument signed by the Class "C" Member and filed with the Association on or before October 15th of the prior year.

Section 2. Voting. Directors shall be elected for each Class at an annual election held in February of each year on a date set by the Board. New Directors take their seats at the next scheduled meeting of the Board on a date set by the Board to be held within 10 days of the election. Except as otherwise hereinafter provided, the election procedure shall be established by the Board of Directors.

a) By the end of October of each year, the Board of Directors shall establish the number of seats on the Board for the following year in accordance with Section 1 hereof and shall allocate the "percentage" seats on the Board based upon the number of units in each Class as of October 1st.

b) Not later than November 15th of each year, the Board of Directors shall notify all Members of the number of Class seats established by the Board for the following year and shall invite interested persons, who are eligible to serve as Directors in accordance with Section 1 hereof, to submit an application to be a candidate for the "fixed" or "percentage" Class seats on the Board.

c) All applications of candidates seeking to be on the ballot for election to seats on the Board for the following year must be received by December 15th.

d) During January, not less than 20 days, nor more than 40 days prior to the election date, written notice shall be provided to all Members, advising as to the candidates, the election date, voting locations and election procedure, including the procedure for absentee balloting.

e) The election shall be held during February, unless otherwise provided by the Board of Directors. Voting shall take place at the Hammocks Information Center and/or other locations within the Hammocks as determined by the Board of Directors. Prior to receiving a ballot, Members shall be required to sign a roster at the authorized voting locations. By signing the roster, such Member shall represent to the Association that he/she is the authorized voting Member for that Lot. Voting by proxy will not be allowed. If a Member will not be able to vote in person on election day, he/she may vote by absentee ballot.

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f) Each Director for each Class "percentage" seat shall be elected only by the Members in good standing of that Class. Each membership interest shall have one vote for each Class "percentage" seat to be filled. There shall be no cumulative voting.

g) The Director for the "fixed" seat for Class A Members in Neighborhoods without a Local Association shall be elected only by Class A Members in Neighborhoods without a Local Association.

h) The Director for the "fixed" seat for the Class "C" Member shall be elected only by the Class "C" Member

i) The person receiving the highest votes for each "fixed" seat shall be elected as a Director. The person receiving the next highest vote shall be elected as Alternate Director for that "fixed" Class seat.

j) The person or persons receiving the highest votes for the "percentage" seats in each Class shall be elected as a Director or Directors. The person receiving the next highest vote in each Class shall be elected as Alternate Director for the "percentage" seats of that Class.

Section 3. Vacancy and Replacement.

a) A Director shall forfeit his or her seat if:

(1) He or she misses 3 consecutive Board meetings, regardless of any reason therefor, or

(2) He or she has 3 absences from Board meetings in the one year period commencing from the date of his or her election which have not been excused by the Board of Directors.

b) If a Director's seat becomes vacant by reason of death, resignation, retirement, disqualification, removal, or forfeiture, the Alternate Director shall have the right to be appointed to fill that seat for the remainder of the term and until a new Director is elected

(1) The Alternate Director may waive that right and remain as an Alternate Director. In that event, a new Director for that Class shall be appointed by the other Directors of that Class, or if none, by the remaining Directors.

(2) If the Alternate Director is appointed as Director, a new Alternate Director for that Class shall be appointed by the Directors of that Class

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(3) If neither the Alternate Director nor any other Member of a Class is willing to serve as Director, that Class shall be deemed to have waived its right to occupy such seat for the remainder of the one year term.

Section 4. Removal. Directors may be removed for cause by an affirmative vote of a majority of the Members. No Director shall continue to serve on the Board if, during his term of office, he shall cease to be qualified to be a Director in accordance with Section 1 hereof.

Section 5. Powers.

(a) The property and business of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by Statute, Declaration, Articles of Incorporation or by these By-Laws, directed or required to be exercised or done by the Members personally. These powers shall specifically include, but not be limited to , the following items:

1. To determine and levy association and neighborhood Assessments to cover the cost of operating and maintaining the Common Properties or for any other purpose required to carry out the intent of the Declaration. The Board of Directors may increase or decrease the Assessments or vote a special Assessment, if required, to meet any additional expenses.
2. To collect, use and expend the Assessments collected to maintain, care for and preserve Common Properties or otherwise carry out the intent of the Declaration.
3. To make repairs, restore or alter the Common Properties after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings.
4. To open bank accounts and borrow money on behalf of the Association and to designate the signatories to such bank accounts.
5. To collect delinquent Assessments by suit or otherwise, to abate nuisances and to enjoin or seek damages from Members for violations of rules or rules and regulations adopted by the Association.
6. To make reasonable rules and regulations and to amend the same from time to time. Such rules and regulations and amendments thereto shall be binding upon the Members when the Board has approved them in writing and delivered a copy of such rules and all amendments to each Member. Such rules and regulations may, without limiting the foregoing, include reasonable limitations on the use of the Common Properties by guests of the Members as well as reasonable admission and other fees for such use.
7. To employ workmen, contractors and supervisory personnel and to purchase supplies and equipment to enter into contracts to provide maintenance and other services and generally to have the powers of Directors in connection with the matters hereinabove set forth.

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8. To bring and defend actions by or against more than one Member and pertinent to the operation of the Association and to assess the Members for the cost of such litigation.

9. To hire a Managing Agent to perform and exercise the powers of the Board of Directors in the management of the Development.

10. To establish committees, appoint members thereto, define the power and operating procedures thereof and terminate committees so as to carry out the general intent of the Declaration and specifically Article XIII thereof.

(b) The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each of such committees to consist of at least three (3) Directors or Members one of whom shall be a Director, which to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and may have power to sign all papers which may be required, provided the said resolution or resolutions shall specifically so provide. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Committees established by resolution of the Board of Directors shall keep regular minutes of their proceedings and shall report the same to the Board as required.

(c) Notwithstanding anything to the contrary contained in these By-Laws, so long as the Developer, its designee or Builders shall own membership interests representing in the aggregate at least 10% of the total membership or more, the Board may not, without the Developer's prior written consent, (i) make any addition, alteration or improvement to the Common Properties, or (ii) assess any charges for the creation of, addition to or replacement of all or part of a reserve, contingency or surplus fund, or (iii) hire any employee where it results in a greater number of employees employed by the Association in its prior fiscal year, or (iv) enter into any service or maintenance contract for work not being performed by the Association in its prior fiscal year, or (v) borrow money on behalf of the Association, or (vi) reduce the services performed by the Association in its prior fiscal year.

Section 6. Compensation. Directors and officers, as such, shall receive no compensation for their services.

Section 7. Meetings.

a) The first meeting of each newly-elected Board shall be held within 10 days after the election. It shall also serve as the annual meeting of the Board of Directors, at which time the dates, places and times of regularly scheduled meetings of the Board shall be set. All outgoing Directors shall be encouraged to attend this meeting to assist in an orderly and efficient transition. The outgoing President shall initially preside. The newly-elected Directors, who are then qualified to assume their respective seats and are then in good standing with the Association, shall be seated as the new Board. The first order of business shall be to elect a new President, who shall thereupon assume that office and the chairmanship of the meeting. Next, the remaining officers shall be elected and shall assume their respective positions.

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b) Special meetings of the Board may be called by the President on two (2) days notice to each Director either personally or by mail, telegram, telephone or fax. Special meetings shall be called by the President or Secretary in a like manner and on like notice on the written request of at least two (2) Directors.

c) At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and an act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the Statute or by the Declaration or by these By-Laws. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting until a quorum shall be present.

d) Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 8. Annual Statement. The Board of Directors shall present annually (at the annual meeting) and when called for by a vote of the Members at any special meeting of the Members, a full and clear statement of the business conditions and affairs of the Association, including a balance sheet and profit and loss statement audited by an independent public accountant and a statement regarding any taxable income attributable to the Members.

Section 9. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be an expense of the Association.

ARTICLE VI

Officers

Section 1. Officers. The officers of the Association shall be chosen by the Board of Directors and shall at a minimum be a President, a Vice President, a Secretary and a Treasurer. Said officers shall be Directors. The Board of Directors may also choose one or more Assistant Secretaries and Assistant Treasurers and such other officers as in their judgment may be necessary. These officers must be either members of the Board of Directors, members of the Association or lessees or occupants entitled to the use of the Properties in lieu of the Member renting or permitting them occupancy or designees of the Developer or a Builder. Two or more offices may not be held by the same person.

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Section 2. Election. The Board, at its first meeting after each annual election, shall elect at least a President, a Vice President, a Secretary and a Treasurer.

Section 3. Appointive Agents and Committee Members. The Board may appoint such agents and committee members as it shall deem necessary who shall hold their positions for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Term. The officers shall hold office for a period of one year or until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed with or without cause, at any time, by the affirmative vote of a majority of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board at any regular or special Board meeting.

Section 5. The President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association Members and the Board, shall be an ex-officio member of all standing committees, shall have general and active management of the business of the Association, shall see that all orders and resolutions of the Board are carried into effect and shall have such other powers and duties as are usually vested in the office of President of a corporation organized not-for-profit under Chapter 617, Florida Statutes, as amended.

Section 6. The Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act and shall have such other powers and duties as are usually vested in the office of Vice President of a corporation organized not-for-profit under Chapter 617, Florida Statutes, as amended.

Section 7. The Secretary. The Secretary and/or Assistant Secretary shall attend all sessions of the Board and all meetings of Association Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give or cause to be given, notice of all meetings of Association Members and special meetings of the Board and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision he shall be.

Section 8. The Treasurer. The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate chronological accounts of receipts and disbursements in books belonging to the Association including the vouchers for such disbursements, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. These duties may also be exercised by a Managing Agent, if any, appointed by the Board.

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He shall disburse the funds of the Association as he may be ordered by the Board, making proper vouchers for such disbursements and shall render to the President and Directors, at the regular meeting of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

He shall keep detailed financial records and books of account of the Association, including a separate account for each Member which, among other things, shall contain the amount of each Assessment, the date when due, the amount paid thereon and the balance remaining unpaid.

Section 9. Agreements, etc. All agreements and other instruments shall be executed by the President or such other person as may be designated by the Board.

ARTICLE VII

Notices

Section 1. Definitions. Whenever, under the provisions of the Declaration or of these By-Laws, notice is required to be given to the Board of Directors or to any Director or Association Member, it shall not be construed to mean personal notice but such notice may be given in writing, by mail, by depositing the same in a post office or letter box in a postpaid sealed wrapper, addressed to the Board of Directors, such Director or Member at such address as appears on the books of the Association.

Section 2. Service of Notice - Waiver. Whenever any notice is required to be given under the provisions of the Declaration or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

ARTICLE VIII

Meetings of Members, Quorums, Proxies and Waivers

Section 1. Annual Meetings. The regular annual meeting of the Members shall be held in each year beginning in November, 1980 at such time, date and place as shall be determined by the Board of Directors but no later than thirteen (13) months from the date of the previous annual meeting. Beginning in 1992 the annual meeting shall be held in May of each year. The Annual Statement as described in Article V, Section 8 of these By-Laws shall be presented at the annual meeting. The Members may also transact such other business as may properly come before the meeting.

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Section 2. Special Meetings. Special meetings of the Members for any purpose may be called at any time by the President or by any two or more Members of the Board of Directors, or upon written request of the Members who have a right to vote one-fourth of all the votes of the entire Membership, or who have the right to vote one-fourth of the votes of any class of Membership.

Section 3. Quorum. So many Members as shall represent at least 5% of the total authorized votes of all Members present in person or represented by written proxy shall be requisite to and shall constitute a quorum at all meetings of the Association for the transaction of business, except as otherwise provided by Statute, by the Declaration, the Articles of Incorporation of the Association or these By-Laws. If, however, such quorum shall not be present or represented at any meeting of the Association, the Members entitled to vote thereat, present in person or represented by written proxy, shall have the power to adjourn the meeting upon ten (10) days written notice to all Members, until a quorum shall be present or represented. At such adjourned meeting, so many Members as shall represent at least 2% of the total authorized votes of all Members shall constitute a quorum and any business may be transacted which might have been transacted at the meeting originally called.

Section 4. Vote Required to Transact Business. When a quorum is present at any meeting, the vote of a majority of the Members present in person or represented by written proxy shall decide any question brought before such meeting and such vote shall be binding upon all Members, unless the question is one upon which by express provision of Statute, the Declaration, Articles of Incorporation or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control the decision of such question.

Section 5. Right to Vote. Members shall be entitled to vote either in person or by proxy at any meeting of the Association. Any such proxy shall only be valid for such meeting or subsequent adjourned meetings thereof.

Section 6. Proxies. All proxies shall be in writing and shall be filed with the Secretary prior to the meeting which the same are to be used. A notation of such proxies shall be made in the minutes of the meeting.

Section 7. Waiver and Consent. Wherever the vote of the Membership at a meeting is required or permitted by Statute or by any provision of the Declaration, Articles of Incorporation or of these By-Laws to be taken in connection with any action of the Association, the meeting and vote of the membership may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such action being taken.

Section 8. Place of Meetings. Meetings shall be held at any suitable place convenient to the Members as may be designated by the Board of Directors and designated in the notices of such meetings.

Section 9. Notice of Meetings. It shall be the duty of the Secretary to mail a notice of each annual or special meeting stating the purpose thereof as well as the time and place where it is to be held, to each Member at least ten (10) but not more than thirty (30) days prior to such meeting. The mailing of a notice in the manner provided by these By-Laws shall be considered notice served.

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Section 10. Order of Business. The order of business at all meetings shall be as follows:

- (a) Roll call
- (b) Proof of notice of meeting or waiver of notice
- (c) Reading of minutes of preceding meeting
- (d) Report of officers
- (e) Report of committees
- (f) Appointment of inspectors of election
(in the event there is an election)
- (g) Election of Directors
(in the event there is an election)
- (h) Unfinished business
- (i) New business

ARTICLE IX

Amendments

These By-Laws may be amended, at a regular or special meeting of the Members, by the affirmative vote of one-third of the total authorized votes of the Association provided that the notice to the Members of the meeting discloses the information that the amendment of the By-Laws is to be considered; and provided that the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or by applicable law; and provided further that any matters stated herein to be or which are in fact covered by the Declaration may not be amended except as provided in such Declaration. No amendment may be made which would affect the rights of a Class B or Class C Member without the approval of such Member.

ARTICLE X

General Provisions

Section 1. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Section 2. Examination of Books and Records. Each Member or their respective representatives and first mortgagees, shall be entitled to a reasonable examination of the books and records of the Association at any time upon reasonable notice to its Board of Directors. The Declaration, Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member or first mortgagee at the principal office of the Association.

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Section 3. Gender. Whenever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

Section 4. Severability. Should any of the covenants, terms or provisions herein imposed be or become unenforceable at law or in equity, the remaining provisions of these By-Laws shall, nevertheless, be and remain in full force and effect.

Section 5. Construction. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in case of any conflict between the Declaration and these By-Laws the said Declaration shall control.

These Restated By-Laws were duly adopted by the Board of Directors of the Hammocks Community Association, Inc. at its meeting on the 16 day of JULY, 1991. They only restate and integrate and do not further amend the By-Laws of said Association.

WE HEREBY CERTIFY that the foregoing Restated By-Laws of the Hammocks Community Association, Inc. is a true and correct statement of the By-Laws of said Association, as amended, as of this 24 day of July, 1991.

HAMMOCKS COMMUNITY ASSOCIATION, INC.


CHARLES PALANT, President


ROBIN FETHERLIN, Secretary

STATE OF FLORIDA)
COUNTY OF DADE)ss

BEFORE ME, the undersigned authority, personally appeared, Charles Palant, as President, and Robin Fetherlin, as Secretary of Hammocks Community Association, Inc., who are to me well known to be the persons who subscribed the foregoing Restated By-Laws, and they did freely and voluntarily acknowledge before me that they subscribed the same.

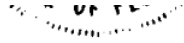
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 24 day of July, 1991


NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APRIL 7, 1993

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NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES APRIL 7, 1993
BONDED THRU GENERAL INS. CO.

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA.
RECORD VERIFIED
Clerk of Circuit & County
Courts



OFF. REC. 16562-0533

**CERTIFICATE OF AMENDMENTS TO RESTATED BY-LAWS OF
HAMMOCKS COMMUNITY ASSOCIATION, INC.**

The following Amendments to Article V of the Restated By-Laws of the Hammocks Community Association, Inc., as recorded on August 16, 1991 in Official Records Book 15153 at Pages 977 through 991 of the public records of Dade County, Florida, were adopted by the affirmative vote of one-third of the total authorized votes of the Association, in accordance with the amendment procedure set forth in Article IX of said Restated By-Laws, at the annual meeting of the Hammocks Community Association, Inc. on September 27, 1994.

(New wording is underlined. Wording stricken through is removed)

**ARTICLE V
Board of Directors
Section 1**

e) Each "fixed" seat shall have an Alternate Director and each ~~the~~ Class "percentage" seats shall have an the same number of Alternate Directors as there are Directors for that Class. Alternate Directors who may attend all Board meetings but shall only vote in the event of the absence of a Director for whom he or she is an alternate.

**ARTICLE V
Section 2**

b) Not later than November 15th of each year, the Board of Directors shall notify all Members of the number of Class seats established by the Board for the following year and shall invite interested persons, who are eligible to serve as Directors in accordance with Section 1 hereof, to submit an application to be a candidate for the "fixed" or "percentage" Class seats on the Board. The requirements for candidates, as established by the Board of Directors, shall be included in the notification.

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i) The person receiving the highest votes for each "fixed" seat shall be elected as a Director. The person receiving the next highest vote shall be elected as Alternate Director for that "fixed" Class seat. If no qualified person is elected as Alternate Director for the "fixed" seat, the newly elected Director for the "fixed" seat shall appoint a qualified person as Alternate Director. If no qualified person is elected as Director for the "fixed" seat, the other newly elected Directors shall appoint qualified persons to be Director and Alternate Director for that "fixed" Class seat.

j) The person or persons receiving the highest votes for the "percentage" seats in each Class shall be elected as a Director or Directors. The persons receiving the next highest votes in each Class shall be elected as Alternate Directors for the "percentage" seats of that Class. so that there are the same number of Alternate Directors as there are Directors. If there are insufficient qualified persons elected to fill all of the Director and/or Alternate Director "percentage" seats for a particular Class, the other newly elected "percentage" seat Director(s) of that Class shall appoint qualified person(s) as the remaining Director(s) and/or Alternate Director(s) for that Class. If no qualified person is elected as a Director for the "percentage" seats for a particular Class, the other newly elected Directors shall appoint qualified person(s) as the Director(s) and Alternate Director(s) for that Class.

k) No person may run for more than one seat in any election.

l) The Board of Directors shall either appoint:

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(1) an Elections Committee which shall consist of not less than 3 members for a 1 year term with the restriction that no committee member may be a candidate for any Director or Alternate Director seat during that term, or

(2) an appropriate qualified independent entity, such as an accounting firm, community association consultant or elections conducting firm.

m) The Elections Committee or independent entity shall:

(1) Adopt election procedures, provided that such procedures do not conflict with the provisions of the Declaration, Articles of Incorporation, these By-Laws, or procedures adopted by the Board of Directors.

(2) Oversee the election process.

(3) Decide questions that are raised during the election process

(4) Supervise the election and the counting of the ballots.

ARTICLE V
Section 5

b) The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each of such committees to consist of at least three (3) Directors or Members, one of whom shall be a Director, except no Director need serve on the Elections Committee. Such committees which to the extent provided in said resolution or resolutions,

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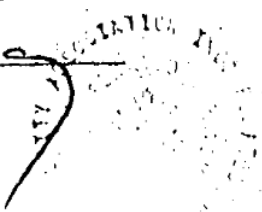
shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and may have power to sign all papers which may be required, provided the said resolution or resolutions shall specifically so provide. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Committees established by resolution of the Board of Directors shall keep regular minutes of their proceedings and shall report the same to the Board as required.

WE HEREBY CERTIFY that the foregoing Amendments to the By-Laws of the Hammocks Community Association, Inc. is a true and correct statement of the Amendments adopted by the Association on September 27, 1994.

HAMMOCKS COMMUNITY ASSOCIATION, INC.

Robin Fetherlin
ROBIN FETHERLIN, President

Gary Gray
GARY GRAY, Secretary

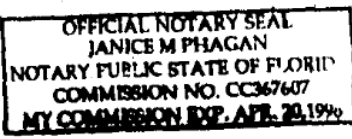


STATE OF FLORIDA)
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COUNTY OF DADE)

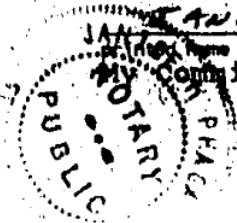
The foregoing instrument was acknowledged before me this 25 day of October, 1994, by ROBIN FETHERLIN, as President, and GARY GRAY, as Secretary of Hammocks Community Association, Inc., who are personally known to me and did take an oath.

Janice M Phagan
Signature of Notary Public

JANICE M PHAGAN
Notary Public
My Commission Expires:



RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA.
RECORD VERIFIED
HARVEY RUVIN,
Clerk of Circuit & County
Courts



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