

This instrument prepared by: ✓
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West Palm Beach, Florida 33401
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**CERTIFICATE OF AMENDMENT TO THE BY-LAWS
OF ABERDEEN PROPERTY OWNERS ASSOCIATION, INC.**

I HEREBY CERTIFY that the Amendment attached as Exhibit "1" to this Certificate was duly adopted as an Amendment to By-Laws of Aberdeen Property Owners Association, Inc., creating the Amended and Restated By-Laws of Aberdeen Property Owners Association, Inc. The original Declaration of Covenants and Restrictions for Aberdeen Planned Unit Development and Aberdeen Planned Commercial Development is recorded in Official Records Book 3970, at Page 573, et seq., of the Public Records of Palm Beach County, Florida.

DATED this 17 day of July, 2000.

As to witnesses:

ABERDEEN PROPERTY OWNERS ASSOCIATION, INC.

Sally A. Fiss
Witness

By: Stanley Kessler
Stanley Kessler, President

Myrna Rosoff
Witness

Attest: Sally A. Fiss
~~Audrey Glanzburgh, Secretary~~ Vice President

(Seal)

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Stanley Kessler, the President and ~~Audrey Glanzburgh~~ ^{Sally A. Fiss} Secretary, of Aberdeen Property Owners Association, Inc., who are personally known to me to be the individuals who executed the foregoing instrument and acknowledged to and before me that they executed such instrument as President and Secretary of the Association with due and regular corporate authority, and that said instrument is the free act and deed of the Association.

WITNESS my hand and official seal this 17TH day of July, 2000.

(SEAL)

1167101.byl.coa



MYRNA ROSOFF
COMMISSION # CC413233
EXPIRES JAN 12, 2001
BONDED THROUGH
ATLANTIC BONDING CO INC

Myrna Rosoff
NOTARY PUBLIC
State of Florida at Large.
My Commission Expires:

AMENDED AND RESTATED BY-LAWS
OF
ABERDEEN PROPERTY OWNERS ASSOCIATION, INC.

A Florida Non-Profit Corporation

ARTICLE I

Identity

Section 1. The name of this corporation is ABERDEEN PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "POA".

Section 2. The principal office of the POA is c/o Phoenix Management, Inc., 3082 Jog Road, Lake Worth, Florida 33467.

Section 3. The seal of the POA shall bear the name ABERDEEN PROPERTY OWNERS ASSOCIATION, INC., the word "Florida", the words "Corporation Not for Profit" and the year of incorporation, an impression of which follows:

[Impress Seal]

Section 4. All terms used which are defined in the Declaration of Covenants and Restrictions for Aberdeen Planned Unit Development and Aberdeen Planned Commercial Development shall have the same meaning as in the Declaration.

ARTICLE II

Purpose

The POA is organized to serve as the instrumentality of Owners in the Properties for the purpose of controlling and regulating use of the amenities thereof; of promoting, assisting, and providing adequate and proper maintenance of the Properties for the benefit of all Owners; of providing and promoting recreational activity within the Properties through the acquisition of land and facilities (either by fee simple ownership, leasehold, or other possessory use interest); the maintenance of the land and facilities, and such other means and methods as it may deem in the best interest of its Members and Owners; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its Articles of Incorporation, these By-Laws, and the Declaration; to acquire, hold, convey and otherwise deal with real and personal property in the Association's capacity as a property owners association; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its members as it may deem proper.

ARTICLE III

Directors and Officers

Section 1. Directors.

A. The affairs of the POA shall be managed by a Board of Directors.

B. Each sub-Association shall be a **Member** of the POA, and shall appoint one (1) **Person** to the Board of Directors, and one (1) alternate person to serve in the absence of the primary appointee. The term of the appointment shall be until the next annual meeting of the POA, or at the pleasure of the sub- Association. Directors may be reappointed. Both the appointment as Director, and as Alternate, must be submitted in writing by the sub-Association to the Managing Agent, or to such other party as the Board of Directors may designate.

C. Each duly constituted Board shall elect its Officers at the annual meeting. Election shall be by majority vote.

D. All Directors and Officers of POA must be Owners, except those Directors appointed by Transeastern, Inc.

E. No Director shall receive or be entitled to any compensation for his services as Director, but shall be entitled to reimbursement for all expenses incurred, if incurred upon the authorization of the Board of Directors.

Section 2. Officers. The executive officers shall be: President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may decide. Officers shall serve until the next annual meeting of the Directors, or until their successors are appointed and qualify.

Section 3. Resignation, Vacancy, Removal.

A. Resignation: Any Director or Officer of the POA may resign at any time. Such resignation should be in writing. Resignations shall take effect at the time specified therein. If no time is specified, resignations shall take effect at the time of receipt by the President or Secretary of the Board. The acceptance of a resignation shall not be necessary to make it effective.

B. Director Vacancy: When a vacancy occurs on the Board of Directors, the vacancy shall be filled by an appointment from the board of the sub-Association who appointed the Director creating the vacancy. The newly appointed Director shall serve until the next annual meeting of the Board of Directors of the POA.

C. Officer Vacancy: When a vacancy occurs in an office before that Officer's term has expired, the office shall be filled by the POA Board at its next meeting, or as soon as practicable thereafter, by electing a Director to serve the remainder of the unexpired term.

D. Status of Developers: **The Developers Transeastern, Inc. ("Transeastern"), MI Homes, Inc. ("MI Homes"), and Oriole Homes, Inc. ("Oriole"), their successors and assigns, shall be deemed to be a sub-Association for the purpose of appointing or replacing members of the POA Board of Directors only for so long as said Developers qualify as Members of the POA as provided for in the Declaration, the Articles of Incorporation and these Bylaws.**

E. Removal: Any Director may be removed at any time by the sub- Association that made the appointment, with or without cause.

Section 4. Indemnification of Directors, Officers, and ARB Members.

Every Director and Officer of the POA, and each member of the Architectural Review Board ("ARB") shall be indemnified by the POA against all expenses and liability, including attorneys' fees, incurred by or imposed in connection with any proceeding to which they may be a party or in which they may become involved by reason of having been a Director, Officer or member of the ARB, whether or not still a Director, Officer or member of the ARB at the time such expenses are incurred, except in such cases where the Director, Officer or member of the ARB is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided, however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director, Officer or member of the ARB seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the POA. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer, Director or member of the ARB may be entitled.

ARTICLE IV

Powers and Duties of the Association and the Exercise Thereof

The POA shall have all powers granted to it by common law, Florida Statutes, the Declaration, the Articles of Incorporation, and these By-Laws, all of which shall be exercised by the Board of Directors, unless the exercise thereof is otherwise restricted in the Declaration, Articles of Incorporation, these By-Laws, or by law. The powers of the POA shall include but not be limited to the following:

1. All of the powers specifically provided for in the Declaration and in the Articles of Incorporation.
2. The power to levy and collect those Assessments against Members as are provided in the Declaration.
3. The power to levy and collect fines from Members as provided in the Declaration.
4. The power to expend monies collected for the purpose of paying the Common Expenses of the POA.
5. The power to purchase equipment, supplies and material required in the maintenance, repair, replacement, operation and management of the Common Property.
6. The power to insure and keep insured the buildings and improvements of the POA and other improvements with the Properties, as provided in the Declaration.
7. The power to employ personnel required for the operation of the POA and the Common Property.
8. The power to pay utility bills for utilities serving the Common Property.
9. The power to contract for the management of the POA, and to delegate to its contractor, as manager, such of its powers and duties as the Board of Directors may determine, except those matters which must be approved by Members.
10. The power to make reasonable rules and regulations and to amend them from time to time.
11. The power to improve the Common Property, subject to the limitations of the Declaration.
12. The power to enforce by any legal means the provisions of the Articles of Incorporation, the By-Laws, the Declaration and the rules and regulations promulgated by the POA.

13. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances, and enjoin or seek damages from Members and Owners for violation of the provisions of the Declaration, the Articles of Incorporation, these By-Laws, or the rules and regulations.

14. The power to pay all taxes and assessments which are liens against the Common Property.

15. The power to control and regulate the use of the Common Property by the Members and Owners and to promote and assist adequate and proper maintenance of that property.

16. The power to borrow money and the power to select depositories for the POA's funds, and to determine the manner of receiving, depositing and disbursing those funds, and the form of check, and the person or persons to sign checks when not signed as otherwise provided by these By-Laws.

17. The power to acquire real and personal property for the benefit and use of its Members, and to dispose of the property in accordance with the Declaration and the Articles of Incorporation.

18. The power to enter into a long term contract with any person, firm, corporation, or real estate management agent of any nature or kind, to provide for the maintenance, operation, repair and upkeep of the Common Property, and of any facilities on lease to the POA, or otherwise provided for use by POA Members or Owners. The contract may provide that the total cost of such a Contract be a Common Expense of the POA. The contract may provide that the managing agent be paid a reasonable fee, either stated as a fixed fee or as a percentage of the total costs of maintenance, operation, repair and upkeep, or of the total funds of the POA handled and managed by the managing agent.

19. The power to establish additional Officers and/or Directors of the POA and to appoint officers, except as otherwise provided herein.

20. The power to maintain any surface Water Management System approved by the South Florida Water Management District.

21. The power to appoint the members of the Architectural Review Board in accordance with the Declaration, and such other committees as the Board of Directors may deem appropriate.

22. The power, through the Advisory Committee of the Board of Directors, to hear final appeals of architectural control matters, as set forth in the Declaration.

23. The power to possess, employ, and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey and deal in real and personal property.

ARTICLE V

Duties of Officers

Section 1. President. The President shall be the chief executive officer of the POA, and shall:

- A. Act as presiding officer at all meetings of the POA and of the Board of Directors.
- B. Call special meetings of the Board of Directors.
- C. Sign, with the Secretary or Treasurer, if the Board of Directors so requires, all checks, contracts, promissory notes, leases, deeds, and other instruments on behalf of the POA, except those which the Board of Directors specifies may be signed by other persons.

D. Perform all acts and duties usually required of a chief executive officer to insure that all orders and resolutions of the Board of Directors are carried out.

E. Act as ex-officio member of all committees, and render an annual report at the annual meeting of the Board of Directors.

F. Keep Officers and Directors informed of the operations of the POA and matters of interest and significance to them.

Section 2. Vice President. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He also shall assist the President generally, and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 3. Secretary. The Secretary shall:

A. Attend all regular and special meetings of the Board of Directors, keep all records and minutes of proceedings, or cause the same to be done, and turn over all books and records to the Board of Directors of the POA upon request.

B. Have custody of the corporate seal and affix the same when necessary.

C. Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, and keep membership books.

D. Perform such other duties as the Board of Directors may determine.

E. Have custody of the Minute Book of the meetings of the Board of Directors, and act as transfer agent of the corporate books.

F. In the event the POA enters into a management agreement, it shall be proper to delegate such of the Secretary's functions to the management agent as is deemed appropriate by the Board of Directors.

Section 4. Treasurer. The Treasurer shall:

A. Attend all meetings of the Board of Directors.

B. Receive monies for the account of the POA, disburse funds as ordered by the Board of Directors, taking proper vouchers for such disbursements; be custodian of all securities, contracts, leases and other important documents of the POA which shall be safely deposited, and which shall be turned over to the Board of Directors of the POA upon request.

C. Supervise the keeping of accounts of all financial transactions of the POA in books belonging to the POA, and deliver such books to the successor Treasurer; prepare and distribute to all of the members of the Board of Directors prior to each annual meeting, and whenever else required, a summary of the financial transactions and condition of the POA from the preceding year; make a full and accurate report on matters and business pertaining to the Treasurer's office to the Board of Directors at the annual meeting, and make all reports required by law. The Treasurer shall prepare the annual budget, and present it to the Board of Directors for its consideration.

D. The Treasurer may have the assistance of an accountant or auditor who shall be employed by the POA as a Common Expense. In the event the POA enters into a management contract, it shall be proper to delegate such of the Treasurer's functions to the management agent as is deemed appropriate by the Board of Directors.

ARTICLE VI

Membership and Voting

Section 1. Qualification for Membership. Each sub- Association shall automatically become a Member of the POA upon its incorporation with the Florida Secretary of State. Membership is mandatory, and may not be terminated by the sub- Association. For membership purposes, Transeastern, Inc. shall be considered a sub-Association with respect to those Parcels which it owns and which are not subject to another sub- Association.

Section 2. Voting. Each sub Association shall have one (1) vote for each Parcel subject to its control, which votes shall be cast by that Director of the POA Board of Directors appointed by the particular Homeowners Association. Each Homeowners Association shall file with the Secretary of the POA a written notice designating the person who shall represent them as a Director on the POA Board, and who shall be authorized to cast their votes. By written notice, an alternate Director shall be appointed, authorized to act and vote in the absence of the primary designee. In the absence of such written designations, the sub- Association shall not be entitled to vote on matters coming before the Board of Directors. Transeastern, Inc. shall be entitled to cast that number of votes set forth in the Declaration. The Club Owner shall have one (1) vote for every fifty (50) resident equity memberships closed and sold. All votes must be cast in person by the Director or the Alternate Director. All decisions of the POA Board shall be by majority vote of the Directors, including Alternate Directors as applicable, present at a meeting at which a quorum exists, except as otherwise provided for herein, in the Articles or the Declaration.

ARTICLE VII

Meetings of Directors

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held upon a date between the 1st day of January and the 31st day of March, in each calendar year, as decided by the Board. No meeting shall be held on a legal holiday. The purpose of the meeting shall be the election of Officers of the POA and the transaction of other business as decided by the Board of Directors. The presiding officer of the Board of Directors shall determine the order of business. All meetings shall be held at such place within the County as determined by the Board, and shall be stated in the notice of the meeting.

Section 2. Regular Meetings. The Board of Directors may establish a schedule of regular meetings to be held at such place as they may designate. Regular meetings may be held without additional notice.

Section 3. Special Meeting. Special meetings of the Directors may be called by the President, by written notice to each Member stating the time, place and object of such meeting, served upon or mailed to each Member at least two (2) days, and no more than sixty (60) days, prior to such meeting.

Section 4. Waiver. Nothing herein is to be construed to prevent Directors from waiving notice of meetings or acting by written agreement without meetings.

ARTICLE VIII

Notice of Meetings

Section 1. Annual Meeting. Written notice of the annual meeting of Directors shall be served upon or mailed to each Member entitled to notice at least ten (10) days, and no more than sixty (60) days, prior to the meeting. Such

notice shall be hand delivered or mailed to each Member at its address as it appears on the books of the POA. Proof of such mailing may be given by the affidavit of the person giving the notice.

Section 2. Special Meeting. Written notice of a special meeting of Directors stating the time, place and object of such meeting shall be served upon or mailed to each Member at least two (2) days, and no more than sixty (60) days, prior to such meeting.

Section 3. Waiver. Nothing herein is to be construed to prevent Directors from waiving notice of meetings or acting by written agreement without meetings.

ARTICLE IX

Procedure

Robert's Rules of Order (latest edition) shall govern the conduct of proceedings when not in conflict with the Articles of Incorporation or By-Laws of the POA, or with the statutes of the State of Florida.

ARTICLE X

Assessments and Manner of Collection

The Board of Directors shall have the power to levy and enforce Assessments against Members, Owners and Parcels, as set forth in the Declaration.

ARTICLE XI

Fiscal Management

Section 1. Fiscal Year. The fiscal year of the POA shall be the calendar year; provided, however, that the Board of Directors is authorized to change to a different fiscal year at such time as the Board of Directors deems it advisable.

Section 2. Depositories. The funds of the POA shall be deposited in such accounts in the County as may be selected by the Board of Directors, including checking and savings accounts, in one or more banks and/or savings and loan associations, Certificates of Deposit, U.S. Treasury Bills and money market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board of Directors. POA funds shall be withdrawn only upon the signature of the President or such other persons as the Board of Directors may authorize. The Board of Directors shall require two (2) or more signatures on checks and bank drafts. The funds shall be used only for POA purposes.

Section 3. Reserve Accounts. The POA shall establish and maintain an adequate reserve account for the periodic maintenance, repair and replacement improvements to the Common Property. Payments to the reserve account and other incidental expenses incurred by the POA in administering and carrying out any of the provisions of this Section 3 shall be a Common Expense.

Section 4. Fidelity Bonds. The POA shall purchase blanket fidelity bonds for all officers and employees of the POA and any management agent who controls or disburses funds of the POA, and from any contractor handling or responsible for POA funds. The following provisions shall govern the POA purchase of bonds:

- A. Each fidelity bond purchased by the POA shall name the POA as an obligee of the bond.

B. The premiums for such bonds shall be paid by the POA as a Common Expense.

C. The fidelity bonds shall cover the maximum funds that will be in the custody of an officer or employee of the POA, or a management agent, at any time which the bonds are in force. Additionally, coverage of the fidelity bonds must be no less than the sum of three (3) months Assessments, plus the funds in the POA reserve account.

D. Each bond shall include a provision requiring ten (10) days written notice to the POA or the POA insurance trustee before the bond can be canceled or substantially modified for any reason.

Section 5. Records. The POA shall maintain accounting records according to good practice, which shall be open to inspection by Members at reasonable times. Such records shall include a record of receipts and expenditures and accounts for each Member, which accounts shall designate the name and address of the Member, the due dates and amount of each Assessment, the amounts paid upon the account, the balance due.

Section 6. Annual Statement. The Board of Directors shall present annually to the Members a full and clear statement of the business and condition of the POA, as prepared by an independent accountant.

Section 7. Insurance. The POA shall procure, maintain and keep in full force and effect such insurance as may be required by the Declaration to protect the interest of the POA and its Members.

Section 8. Expenses. The receipts and expenditures of the POA may be credited and charged to accounts as the Board of Directors may determine, in accordance with good accounting practices.

Section 9. Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Common Expenses, and to provide and maintain funds for the accounts established by the Board of Directors, in accordance with good accounting practices.

ARTICLE XII

Administrative Rules and Regulations

The Board of Directors may, from time to time, adopt rules and regulations governing the details of the operation and the use of the Common Property, provided that the rules and regulations shall be equally applied to all Members and Owners, and be uniform in application and effect.

ARTICLE XIII

Violations and Defaults

In the event of a violation of any of the provisions of the Declaration, the Articles of Incorporation, these By-Laws, or the rules and regulations of the POA, the POA shall have all rights and remedies provided by law, including without limitation (and such remedies shall be cumulative) the right to sue for damages, the right to injunctive relief, and, in the event of a failure to pay Assessments, the right to foreclose its lien as provided in the Declaration. In every such proceeding, the Member and Owner at fault shall be liable for court costs and the POA's attorneys' fees, which shall be secured by the POA's lien against property of such Member and the Parcel of such Owner. A suit to collect unpaid Assessments may be prosecuted by the POA without waiving the lien securing such unpaid Assessments.

The POA shall have the right to levy reasonable fines, not to exceed \$100 per violation, against any Member or Owner, pursuant to the provisions set forth in §617.305, Florida Statutes, as amended from time to time. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, except that no such fine shall exceed \$1,000 in the aggregate.

ARTICLE XIV

Amendment of By-Laws

These By-Laws may be amended, altered or rescinded upon the approval of a Two-Thirds (2/3rds) vote of the Board of Directors at any regular or special meeting; provided, however, that at no time shall the By-Laws, as amended, conflict with the terms of the Declaration or the Articles of Incorporation.

ARTICLE XV

Validity

If any provision of these By-Laws, or duly promulgated rules or regulations of the POA are adjudged to be invalid, such fact shall not affect the validity of any other By-Law, rule or regulation.

ARTICLE XVI

Construction to be Consistent with Declaration
of Covenants and Restrictions

These By-Laws and the Articles of Incorporation of the POA shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, the Articles of Incorporation, or these By-Laws, the following order of priority shall apply: The Declaration, the Articles of Incorporation and the By-Laws.

The foregoing were adopted as the Amended and Restated By-Laws of ABERDEEN PROPERTY OWNERS ASSOCIATION, INC., a Corporation Not for Profit under the laws of the State of Florida, at a meeting of the Board of Directors on the 10th day of June, 2000.

Sally A. Fries
Secretary Vice President

APPROVED:

[Signature]
President