

Apr 21/1992
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COURTHOUSE TOWER
LOCATION

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**CERTIFICATE OF AMENDMENT TO THE DECLARATION OF CONDOMINIUM
ARTICLES OF INCORPORATION AND BY-LAWS OF CALUSA CLUB VILLAGE
CONDOMINIUM BLDG. D SOUTH
ASSOCIATION, INC.**

THIS CERTIFICATE OF AMENDMENT is executed this 14th day of January, 1992, by CALUSA CLUB VILLAGE CONDOMINIUM BLDG. D SOUTH ASSOCIATION, INC., a Florida not-for-profit corporation (the "Association").

RECITALS

WHEREAS, the Association has been established for the operation of Calusa Club Village Condominium Bldg. D South, a Condominium, in accordance with the Declaration of Condominium (the "Declaration") and related documents thereof recorded June 11, 1984, in Official Records Book 12173, Page 1027, and subsequent pages of the Public Records of Dade County, Florida; and

WHEREAS, the Articles of Incorporation of the Association ("Articles") were attached to the Declaration and recorded in Official Records Book 12173, Page 1071, of the Public Records of Dade County, Florida; and

WHEREAS, the By-Laws of the Association ("By-Laws") were attached to the Declaration and recorded in Official Records Book 12173, Page 1078, of the Public Records of Dade County, Florida; and

WHEREAS, the Association wishes to amend Article VII of the Declaration, Articles IX of the Articles and Article X of the By-Laws; and

WHEREAS, Article VII of the Declaration provides that amendments to the Declaration must be approved by the affirmative vote of Voting Members casting not less than two-third (2/3) of the total vote of the members of the Association; and

WHEREAS, Article X of the Articles provides that amendments to the Articles must be approved by either the unanimous approval of the Board of Directors ("Board") and a majority of the total membership or by the affirmative vote of three fourths of the membership if the proposed change has not been approved by the unanimous vote of the Board; and

WHEREAS, Article X of the By-Laws provides that amendments to the By-Laws must be approved by either the unanimous approval of the full Board and the affirmative vote of the voting members casting a majority of the total votes of the members of the Association or by the affirmative vote of the voting members casting not less than three-quarters (75%) of the total votes of the members of the Association if the proposed change has not been approved by the unanimous vote of the Board; and

WHEREAS, the amendment to the Declaration was proposed and approved by the affirmative vote of two-thirds of the members of the Association in accordance with the provisions of Article VII of the Declaration at a duly noticed annual meeting of the membership on December 12, 1991, at which a quorum of members were present in person or by proxy; and

WHEREAS, the amendment to the Articles was proposed and approved by the unanimous vote of the entire Board of Directors and by an affirmative vote of a majority of the entire membership in accordance with the provisions of Article IX of the Articles at a duly noticed annual meeting of the membership on December 12, 1991, at which a quorum of directors were present and a quorum of members were present in person or by proxy; and

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WHEREAS, the amendment to the By-Laws was proposed and approved by the unanimous vote of the Board of Directors and by an affirmative vote of the voting members casting a majority of the total votes of the members of the Association in accordance with Article X of the By-Laws at a duly noticed annual meeting of the membership on December 12, 1991, at which a quorum of directors were present and a quorum of members were present in person or by proxy.

NOW, THEREFORE, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. New language is indicated by underscoring type.
Deleted language is indicated by ~~struck-through~~ type.

Amendment to Declaration

3. Article VII of the Declaration entitled "Method of Amendment of Declaration" is hereby amended as follows:

ARTICLE VII. METHOD OF AMENDMENT OF DECLARATION.

This Declaration may be amended at any regular or special meeting of the unit owners of the Condominium called and convened in accordance with the By-Laws, by the affirmative vote of ~~Voting Members casting not less than two-thirds (2/3) of the total vote of the members of the Association~~ a majority of a quorum of members present in person or by proxy at a duly called meeting.

All amendments shall be recorded and certified as required by the Act. No amendment shall change any Condominium parcel, nor a unit's proportionate share of the common expense or common surplus, nor the voting rights appurtenant to any unit, unless the record owner(s) thereof and all record owners of mortgages or other voluntarily placed liens thereon shall join in the execution of the amendment. No amendment shall be passed which shall impair or prejudice the rights and priorities of any mortgages or change the provisions of this Declaration with respect to institutional mortgagees without the written approval of all institutional mortgagees of record, nor shall the provisions of the Article XII of this Declaration be changed without the written approval of all institutional mortgagees of record.

Notwithstanding the foregoing, no amendment shall change the rights and privileges of the Developer without its written consent.

Notwithstanding anything to the contrary contained in this Declaration, Developer reserves the right to amend the Declaration (1) to change the interior design and arrangement of all units and to alter the boundaries between the units, as long as Developer owns the unit so altered, (2) to correct any errors or omissions in this Declaration not adversely affecting the rights of unit owners, lienors or institutional mortgagees, (3) to change the configuration or size of any unit owned by Developer, and (4) to alter or modify the appurtenances to any unit or the common elements by amendment to this Declaration, which amendment shall be executed by Developer and shall be effective without the execution, joinder or consent of any other unit owner, the Association or any lienor or mortgagee. No such amendment shall adversely affect the lien priority of any previously recorded mortgage held by an institutional mortgagee as the same affects a unit. If more than one unit is concerned, Developer shall apportion between the units concerned the shares in the common elements appurtenant to the units concerned and the voting rights, together with apportioning the common expenses and common surplus of the units concerned and such shares of common elements, common expenses, common surplus and the voting rights of the units concerned shall be duly noted in any Amendment to this Declaration.

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Amendment to the Articles of Incorporation

4. Article IX of the Articles is hereby amended as follows:

The By-Laws of the corporation shall initially be made and adopted by the first Board.

After the time the property described in Article II hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, the By-laws may be amended, altered, supplemented or modified by the membership at the annual meeting or at a duly convened special meeting of the membership attended by a majority of the membership by vote as follows:

A. If the proposed change has been approved by the ~~unanimous approval~~ a majority of the Board, then it shall require only a majority of the ~~total membership~~ a quorum of members present in person or by proxy to be adopted.

B. ~~If the proposed change has not been approved by the unanimous vote of the Board, then the proposed change must be approved by three-fourths (3/4) of the total vote of the membership to be adopted.~~

No amendment shall change the rights or privileges of Developer referred to in said Declaration and Exhibits attached thereto without Developer's written approval.

Amendment to By-Laws

5. Article X of the By-Laws entitled "Amendments to the By-Laws" is hereby amended as follows:

ARTICLE X. AMENDMENTS TO THE BY-LAWS.

The By-Laws may be altered, amended or added to at any duly called meeting of the unit owners, provided:

(A) Notice of the meeting shall contain a statement of the proposed Amendment.

(B) If the Amendment has received the ~~unanimous approval of the full Board~~ a majority of the Board, then it shall be approved upon the affirmative vote of the ~~voting members casting a majority of the total votes of the members of the Association~~ a majority of a quorum of members present in person or by proxy.

(C) ~~If the Amendment has not been approved by the unanimous vote of the Board, then the Amendment shall be approved by the affirmative vote of the voting members casting not less than three-quarters (75%) of the total votes of the members of the Association.~~

~~(D)~~ (C) Said Amendment shall be recorded and certified as required by the Condominium Act.

~~(E)~~ (D) Notwithstanding the foregoing, these By-Laws may only be amended with the written approval when required of the parties specified in Article VII of the Declaration.

~~(F)~~ (E) Proposals to amend the existing By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined and the words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed Amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted but, instead, a notation must be inserted immediately proceeding the proposed Amendment in substantially the following language: "Substantial rewording of the By-Laws. See By-Laws for present

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text." Nonmaterial errors or omissions in the By-Laws process shall not invalidate an otherwise properly promulgated Amendment.

6. All other provisions of the Declaration, Articles and By-Laws remain unchanged.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal this 14th day of January, 1991.

CALUSA CLUB VILLAGE CONDOMINIUM
BLDG. D SOUTH ASSOCIATION, INC.
A Florida not-for-profit corp.

Witnesses:

Carissa K. Thompson

David R. Fung

BY:

[Signature]

President

BY:

[Signature]

Secretary

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CARISA K. THOMPSON, as President, and GUY DUQUENEA, as Secretary, respectively, of CALUSA CLUB VILLAGE CONDOMINIUM BLDG. D SOUTH ASSOCIATION, INC., and who are personally known to me to have executed this Certificate of Amendment in the above capacity.

SWORN TO AND SUBSCRIBED before me this 14th day of January, 1991.

Sandra Blank
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

Notary Public, State of Florida
My Comm. Exp. Oct. 16, 1994
Bonded thru PICHARD Ins. Agency

Sandra Blank

Individual(s) who signed are:
Personally known X or
Produced Identification .
Type of Identification Produced:

Oath was or was not taken: X.

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