

BYLAWS

SC CONDOMINIUM ASSOCIATION, INC.

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SC CONDOMINIUM ASSOCIATION, INC.

A Corporation not for profit
under the laws of the State of Florida

1. Identity. These are the Bylaws of SC CONDOMINIUM ASSOCIATION, INC., hereinafter called Association, a corporation not for profit under the laws of the State of Florida. The Articles of incorporation of the Association were filed in the office of the Secretary of State on December 10, 1976. The Association has been organized for the purpose of administrating a condominium pursuant to Chapter 711, Florida Statutes, hereinafter called the Condominium Act, which Condominium is identified by the name SHORE CLUB and is located on real property situated in Broward County, Florida, more particularly described as follows:

PARCEL I

Lots 2, 3 and 4, Block 1, "LAUDERDALE BEACH EXTENSION", as recorded in Plat Book 27, page 48, of the public records of Broward County, Florida, and Parcel "A", "S AND S PLAT", as recorded in Plat Book 79, page 2, of the public record of Broward County, Florida, and all those portions of Lots 1,2,3,4,5,6, and Block 1, "LAUDERDALE BEACH", as recorded in Plat Book 4, page 2, of the public records of Broward County, Florida, lying West of the West right-of-way line of State Road A-1-A, as now constructed on State Job 86050-3513, all being more fully described as follows:

Beginning at the Northwest corner of said Parcel "A", "S AND S PLAT"; thence, due South along the West line of said Parcel "A", and along the West line of Lots 2, 3, and 4, Block 1, "LAUDERDALE BEACH EXTENSION", a distance of 377.22 feet to the Southwest corner of said Block 1, "LAUDERDALE BEACH EXTENSION"; thence N.89°20'23"E, along the South line of said Block 1, "LAUDERDALE BEACH EXTENSION", and said Block 1, "LAUDERDALE BEACH", a distance of 268.96 feet to the Southeast corner of said Block 1, "LAUDERDALE BEACH"; thence, N.6°04'47"E, along the chord of an irregular curve and along

Exhibit C

the East line of said Block 1, "LAUDERDALE BEACH", a distance of 109.05 feet to a point on the West right-of-way line of State Road A-1A, as now constructed and a point on a curve; thence, Northerly along a curve to the right and along said West right-of-way line whose tangent bears N.6°49'43"W., having a radius of 994.93 feet and a central angle of 10°14'04", an arc distance of 177.72 feet to a point of reverse curve; thence, Northerly along a curve to the left, having a radius of 914.93 feet and a central angle of 3°57' 53", an arc distance of 63.31 feet to a point on the North line of said Lot 7, Block 1, "LAUDERDALE BEACH"; thence, due West along the North line of said Lot 7, Block 1, a distance of 146.76 feet; thence, due North a distance of 25 feet; thence, due West and along the North line of said Parcel A, "S AND S PLAT", a distance of 130 feet to the Point of Beginning; and

PARCEL II

All those portions of Lots 3, 4, and , Block 19, of said plat of "LAUDERDALE BEACH" lying East of the East right-of-way line of State Road A-1-A, as now constructed and being more fully described as follows: Beginning at the intersection of the East right-of-way line of State Road A-1-A, as now constructed, and the North line of said Lot 5, Block 19, "LAUDERDALE BEACH"; thence, S. 81°13' 45"E. along the said North line of Lot S a distance of 178.12 feet; thence, S.0°46'15"W. along the East line of said Block 19, a distance of 150.0 feet to the Southeast corner of said Lot 3, Block 19; thence, N.81°13'45"W. along the South line of said Lot 3, Block 19, a distance of 146.10 feet to a point on the East right-of-way line of State Road A-1-A, as now constructed and a point on a curve; thence, Northerly along a curve to the right whose tangent bears N.7°20'31"W. and along the East right-of-way line of State Road A-1-A, as now constructed, having a radius of 314.93 feet and a central angle of 90°, 35' 27" and arc distance of 153.15 feet to the Point of Beginning.

TOGETHER with all of the interest of the Developer in a non-exclusive Underpass Agreement, dated January 3, 1956, recorded in Official Records Book 545, Page 304, Public Records of Broward County, Florida, being more fully described as follows:

A portion of Lot 4, Block 1, and Lot 4, Block 19, LAUDERDALE BEACH, according to the plat thereof, as recorded in Plat Book 4, Page 2, of the Public Records of Broward County, Florida, and that portion of the

underpass lying over, across, and under State Road A-1-A, as now constructed, all more fully described as follows:

Commencing at the intersection of the South line of said Lot 4, Block 19, and the East right-of-way line of State Road A-1-A; thence Northerly along a curve to the right and along the said East right-of-way line of State Road A-1-A as now constructed, having a radius of 914 .93 feet and a central angle of 0°19'27" an arc distance of 10.50 feet to the Point of Beginning. Thence South 81°13'45" East a distance of 20.4c feet; thence North 6° 46' 15" East a distance of 6 feet; thence North 81° 13' 45" West a distance of 123.40 feet;; thence South 8° 46' 15" West a distance of 6 feet; thence South 81° 13' 45" East a distance of 103.0 feet to the Point of Beginning.

1.1. The office of the Association shall be at the Condominium.

1.2. The fiscal year of the Association shall be the calendar year.

1.3 The seal of the Association shall bear the name of the corporation, the word "Florida," the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:

2. Members

2.1. Roster of members. The Association shall maintain a roster of the names and mailing addresses of unit owners, which shall constitute a roster of members. The roster shall be maintained from evidence of ownership furnished to the Association from time to time to substantiate the holding of a membership and from changes of mailing addresses furnished from time to time. Each member shall furnish to the Association a certified copy of the record evidence of his title substantiating the owner's membership in the manner required by the Articles of Incorporation and the Declaration of Condominium.

2.2. Annual meeting. The annual members' meeting shall be held on the second Monday in May in each year at 7:00 P.M. local time, in the recreation hall of the condominium or at such other place in Broward County, Florida as the President or a majority of the board of directors shall determine; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day which is not a holiday. The purpose of

the meeting; shall be to elect directors and to transact any other business authorized to be transacted by the members; provided that if the date for the first annual meeting of members subsequent to relinquishment of control by the developer of the condominium is less than six months after the first election of directors by the membership of the Association, this annual meeting shall not be held, and the directors first elected by the membership of the Association shall serve until the date for the next following annual meeting.

2.3 Special Members' meetings shall be held at such places as provided for annual meetings whenever called by the President or by a majority of the board of directors, and must be called by those officers upon receipt of a written request from a majority of the members of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

2.4. Notice of a meeting of members stating the time and place and the objects for which the meeting is called shall be given by the officer calling the meeting. A copy of the notice shall be posted at a conspicuous place at the Condominium and a copy shall be delivered or mailed to each member entitled to attend the meeting except members who waive the notice in writing. The delivery or mailing shall be to the address of the member as it appears on the roster of members. The posting, delivery or mailing of the notice shall be effected not less than fourteen days nor more than sixty days prior to the date of the meeting. Proof of posting, delivery or mailing of the notice shall be given by the affidavit of the person serving the notice. Notice of a meeting may be waived before or after the meeting.

2.5. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration of Condominium, the Articles of Incorporation or these Bylaws.

2.6. Voting.

a. In any meeting of members the owners of units shall be entitled to cast one vote for each condominium unit owned.

b. If a unit is owned by one person his right to vote shall be established by the roster of members. If a unit is owned by more than one person, or is under lease, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the recorded owners of the unit according to the roster of unit owners

and filed with the Secretary of the Association. If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the president or vice president and attested by the secretary or assistant secretary of the corporation and filed with the Secretary of the Association. Those certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote for a unit may be revoked by any owner of a share in the unit. If a certificate designating the person entitled to cast the vote for a unit is not on file, the vote of the owners shall not be considered in determining whether a quorum is present nor for any other purpose.

2.7. Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy. A proxy must be filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. One person may hold no more than five proxies.

2.8. Adjourned meeting. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the adjourned meeting is given in the manner required for notice of a meeting.

2.9. The order of business at annual members' meetings are as far as practical at other members' meetings shall be:

- a. Call to order by President
- b. Election of chairman of the meeting
- c. Calling of the roll and certifying of proxies
- d. Proof of notice of meeting or waiver of notice
- e. Reading and disposal of any unapproved minutes
- f. Reports of officers
- g. Reports of committees
- h. Election of inspectors of election
- i. Determination of number of directors
- j. Election of directors
- k. Unfinished business
- l. New business
- m. Adjournment

2.10. Proviso. Provided, however, that until a majority of the directors of the Association are elected by the members other than the Developer of the condominium, the proceedings of all meetings of members of the Association shall have no effect unless approved by the board of directors.

3. Directors.

3.1 Membership. The affairs of the Association shall be managed by a board of not less than three nor more than nine directors, the exact number to be determined at the time of election.

3.2. Election of directors shall be conducted in the following manner:

a. Election of directors shall be held at the annual members' meeting.

b. A nominating~ committee of three members shall be appointed by the board of directors not less than 30 days prior to the annual members' meeting. The committee shall nominate one person for each director then serving. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

c. The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

d. Except as to vacancies provided by removal of directors by members, vacancies in the board of directors occurring between annual meetings of members shall be filled by the remaining directors.

e. Any director may be removed by concurrence of two thirds of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the board of directors so created shall be filled by the members of the Association at the same meeting.

f. Provided, however, that until a majority of the directors are elected by the members other than the Developer of the condominium, neither the first directors of the Association nor any directors replacing them nor any directors named by the Developer shall be subject to removal by members other than the Developer. The first directors and directors replaced by the Developer may be removed by the Developer.

3.3. The term of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

3.4. The organization meeting of a newly-elected board of directors shall be held within ten days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary.

3.5. Regular meetings of the board of directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph, and shall be transmitted at least three days prior to the meeting. A notice of regular meetings shall be posted conspicuously 48 hours in advance for the attention of members of the Association.

3.6. Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one third of the directors. Notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting, and shall be transmitted not less than three days prior to the meeting. Notice of a special meeting shall be posted conspicuously 48 hours in advance for the attention of members of the Association except in an emergency.

3.7. Waiver of notice. Any director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the giving of notice.

3.8. A quorum at directors' meetings shall consist of a majority of the entire board of directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the board of directors, except when approval by a greater number of directors is required by the Declaration of Condominium, the Articles of Incorporation or these Bylaws.

3.9. Adjourned meetings. If at any meeting of the board of directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

3.10. Joinder in meeting by approval of minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the

presence of that director for the purpose of determining a quorum.

3.11. The presiding officer of directors' meetings shall be the chairman of the board if such an officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

3.12. The order of business at directors' meetings shall be:

- a. Calling of roll
- b. Proof of due notice of meeting
- c. Reading and disposal or any unapproved minutes
- d. Reports of officers and committees
- e. Election of officers
- f. Unfinished business
- g. New business
- h. Adjournment

Directors' fees, if any, shall be determined by the members.

4. Powers and duties of the Board of Directors. All of the powers and duties of the Association existing under the Condominium Act, Declaration of Condominium, Articles of Incorporation and these Bylaws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5. Officers.

5.1. The executive officers of the Association shall be a President, who shall be a director, a Vice President, who shall be a director, a Treasurer, Secretary and an Assistant Secretary, all of whom shall be elected annually by the board of directors and who may be peremptorily removed at any meeting by concurrence of a majority of all of the directors. A person may hold more than one office except that the President may not also be the Secretary or Assistant Secretary. No person shall sign an instrument nor perform an act in the capacity of more than one office. The board of directors from time to time shall elect such other officers and designate their powers and duties as the board shall find to be required to manage the affairs of the Association.

5.2. The President shall be the chief executive officer of the Association. The President shall have all of the powers and duties that are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time to assist in

the conduct of the affairs of the Association as he in his discretion may determine appropriate.

5.3. The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President. The Vice President also shall assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

5.4. The Secretary shall keep the minutes of all proceedings of the directors and the members. The Secretary shall attend to the serving of all notices to the members and directors and other notices required by law. The Secretary shall have custody of the seal of the Association and shall affix it to instruments requiring a seal when duly signed. The Secretary shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.

5.5. The Assistant Secretary shall exercise the powers and perform the duties of the Secretary in the absence or disability of the Secretary.

5.6. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. The Treasurer shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers; shall be made available to the board of directors for examination at reasonable times. The Treasurer shall submit a treasurer's report to the board of directors at reasonable intervals and shall perform all other duties incident to the office of treasurer.

5.7. The compensation, if any, of all officers and employees of the Association shall be fixed by the directors. The provision that directors' fees shall be determined by members shall not preclude the board of directors from employing a director as an employee of the Association nor preclude the contracting with a director for the management of the condominium.

6. Fiscal management. The provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation shall be supplemented by the following provisions:

6.1. Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts in accordance with generally accepted accounting principles.

6.2. Budget. The hoard of directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the common expense and to provide and maintain funds for various accounts established according to generally accepted accounting principles.

a. The budget adapted for a current year, shall not exceed 115% of the budget for the prior year, provided, however that the budget may be increased over the foregoing limitations when approved by members entitled to cast not less than 66% of the votes of the entire membership of the Association.

b. It is further provided, that the Developer shall be excused from the payment of the Developer's share of the common expenses for the Units owned by the Developer during the period of time that the Developer has guaranteed to other Unit Owners that the assessment of common expenses of the condominium imposed upon the Unit Owners (other than the Developer) shall not be in excess of \$375.00 for each quarter until December 31, 1977, and during said period of time to the date .last mentioned the Developer obligates itself to pay any amount of common expenses incurred during the time to said date, which amount of common expenses is not produced by the assessments at the guaranteed level receivable from other Unit Owners. During this period no provisions will be made for betterments or capital surplus.

c. Copies of a proposed budget and proposed assessments shall be delivered or mailed to each member not less than 30 days prior to the meeting of the board of directors at which the proposed budget will be considered for adoption, together with a notice of that meeting. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member.

6.3. Assessments. Assessments against the unit owners for their shares of the items of the budget shall be made by the board of directors for the calendar year annually in advance on or before December 20 preceding the year for which the assessments are made. The amount required from each unit owner to meet the annual budget shall be divided into 4 equal assessments, one of which shall be due on the first day of each quarter of the year for which the assessments are made, or 10 days after the mailing to the unit owners concerned of a statement for the assessment coming due, whichever date shall last occur. If assessments are not made annually as required, assessments shall be presumed to have been made in the amount of the last prior monthly assessment, and assessments in the amount shall be due on the first day of each month until changed by an amended assessment. In the event a monthly assessment shall be

insufficient in the judgment of the board of directors to provide funds for the anticipated current expense for the ensuing month and for all of the unpaid operating expenses previously incurred,, the hoard of directors shall amend the budget and shall make amended monthly assessments for the balance of the year in sufficient amount to meet these expenses for the year; provided, however, that any account of the amended budget that exceeds the limit upon increases for that year shall be subject to the approval of the membership of the Association as previously required in these Bylaws.

6.4. Assessments for charges. Charges by the Association against members for other than common expense shall be payable in advance. Those charges may be collected by assessment in the same manner as common expenses, and when circumstances permit, those charges shall be added to the assessments for common expense. Charges for other than common expense may he made only after approval of a member, and may include but shall not be limited to charges for the use of condominium property when authorized by the Declaration of Condominium, maintenance services furnished at the expense of a member and other services furnished for the benefit of a member

6.5. Assessments for emergencies. Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses shall be due only after 30 days' notice is given to the unit owners concerned, and shall be paid in such manner as the board of directors of the Association may require in the notice of assessment.

6.6. The depository of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the moneys of the Association shall be deposited. Withdrawal of moneys from those accounts shall be only by checks signed by such persons as are authorized by the directors.

6.7. An audit of the accounts of the Association shall be made annually by a certified public accountant if such audit is approved by 51% of the entire membership of the Association and a copy of such audit report, if any, shall be furnished to each member not later than April 1 of the year following the year for which the audit is made. Otherwise the board of directors shall furnish a financial report in customary form to each member not later than April 1 for the prior year.

6.8. Fidelity bonds may be required by the board of directors from all persons handling or responsible for Association funds. The requirement for obtaining such bonds, the amount of those bonds and the sureties shall be determined by the directors. The premiums on the bonds shall be paid by the Association.

7. Parliamentary rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when - not in conflict with the Declaration of Condominium, Articles of Incorporation or these Bylaws.

8. Amendments. Except as elsewhere provided otherwise, these Bylaws may be amended in the following manner:

8.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

8.2. A resolution adopting a proposed amendment may be proposed by either the board of directors of the Association or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, the approvals must be either by:

a. not less than 75% of the entire membership of the board of directors and by not less than 75% of the votes of the entire membership of the Association; or

b. by not less than 80% of the votes of the entire membership of the Association; or

c. until a majority of the directors are elected by members other than the Developer of the condominium, only by all of the directors.

8.3. Proviso. Provided, however, that no amendment shall discriminate against any member nor against any Unit or class or group of units unless the members so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Condominium.

8.4. Execution and recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Declaration and Bylaws, which certificate shall be executed by the officers of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the public records of Broward County, Florida.

The foregoing were adopted as the Bylaws of SC CONDOMINIUM ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the board of directors on _____ 1976.

Secretary

APPROVED:

President

Amendments

420

prepared by
return to

EDMUND ...
ATTORNEY ...
STATE OF FLORIDA ...

CERTIFICATE OF AMENDMENT TO
BY LAWS OF SC CONDOMINIUM

79- 96011 ASSOCIATION INC.

BEFORE ME the undersigned authority of personally appeared
Thomas P. Quisen and Adeline Zakas, known by
me to be the President and Secretary, respectively of SC Condominium
Association Inc., whereafter by me duly sworn, depose and state:

1. That a special meeting of the members of SC Condominium
Association Inc., on January 16th, 1979, reconvened from that date
because of a lack of quorum the following Admendment to the Articles
of Incorporation was passed consistent with Article nine (9) of the
Articles of Incorporation:

2.2 Annual Meeting. After the 1979 Annual Meeting, the
Annual Members' meeting shall be held on the 2nd Tues-
day in February of each year at 7:00 P.M. local time in
a recreation hall of the Condominium or at such other
place in Broward County, Florida, as a President or a
majority of the Board Directors shall determine; pro-
vided, however, if that day is a Legal Holiday the
meeting shall be held at the same hour on the next day
which is not a holiday. The purpose of said meetings
shall be to elect Directors and to transact any other
business authorized to be transacted by the member.

79 MAR 28 PM 4:30



Thomas P. Quisen
President
Adeline Zakas
Secretary

COUNTY OF BROWARD)
STATE OF FLORIDA)

I, an officer authorized to take acknowledgments accord-
ing to the laws of the State of Florida, duly qualified and act-
ing, HEREBY CERTIFY that Thomas P. Quisen and
Adeline Zakas respectively as President and Secret-
ary of the SC CONDOMINIUM ASSOCIATION INC., to me personally
known, this day acknowledged before me that they executed the
foregoing CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF SC CONDOMINIUM ASSOCIATION INC., as such officers of said
Corporation, and that they affixed thereto the official seal
of said Corporation; and I FURTHER CERTIFY that I know the said
persons making said acknowledgment to be the individuals des-
cribed in and who executed the said instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal at Fort Lauderdale said County and State, this 22nd
day of March, A.D. 1979.

RE 8122 MAR 31



Virginia Coffey
Notary Public

RECORDED IN THE OFFICIAL RECORDS BOOK
OF BROWARD COUNTY, FLORIDA
GRAHAM W. WATT
COUNTY ADMINISTRATOR