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AMENDMENT TO THE BY-LAWS

OF

THE TOWERS OF KEY BISCAYNE, INC.

THIS AMENDMENT to the By-Laws which constitutes Exhibit H of the Declaration of Condominium of The Towers of Key Biscayne, Inc., is dated this 28th day of January, 1975.

Declaration of Condominium of The Towers of Key Biscayne, Inc., executed August 15, 1972, by the Equitable Life Assurance Society of the United States, a New York corporation, and Sandkey, Inc., a Florida corporation, a joint venture d/b/a The Towers of Key Biscayne (the developer and sponsor), and recorded in the Public Records of Dade County, Florida, on August 16, 1972, in Official Records Book 7850 at Page 588. The Towers of Key Biscayne, Inc. is an association composed of all apartment unit owners since March 15, 1974, and assumed control as of that date.

The Towers of Key Biscayne, Inc. by direction of a unanimous vote of the Board of Directors at a Special Meeting called January 27, 1975, at which a quorum was present for the special purpose of deleting all provisions in the By-Laws relating to the Annual Meeting, substituting new paragraphs 4, 5, 6 and 10, and adding new sub-paragraphs 10 (F), 10 (R), 10 (C) and 10 (D), under a new section entitled "ANNUAL MEETINGS", as follows:

"ANNUAL MEETINGS"

For Paragraph 4 of the By-Laws substitute the following:

"4. The annual meeting of members shall be held on the 15th day of March in each year, except if such day be Saturday or a legal holiday, then on the next secular day following, at 9:00 o'clock P. M., at which meeting the members shall elect, by a plurality vote, a board of directors, receive reports of officers and committees, and transact such other business as may come before the meeting relating thereto."

For Paragraph 5 of the By-Laws substitute the following:

"5. Written notice of the annual meeting shall be given to each unit owner, at such address as appears on the books of the corporation, at least fourteen (14) days prior to said meeting."

For Paragraph 6 of the By-Laws substitute the following:

"6. At least fourteen (14) days before every election of directors, a complete list of the members entitled to vote at said election, arranged alphabetically, listing the apartment units, with the residence of each shall be prepared by the Secretary. Such list shall be kept at the office of the manager on the premises, subject to the inspection of any member at all times."

For Paragraph 10 of the By-Laws substitute the following:

"10. Two Hundred (200) of the members of the corporation present in person or voting by absentee ballot or represented by proxy, shall constitute a quorum, provided however, that no one person shall be designated to hold more than five (5) proxies. In the absence of a quorum, the meeting shall be adjourned from time to time, without notice other than announcement at the meeting, until a quorum shall be attained."

This instrument prepared by Norman T. Roberts
Suite 520
350 Lincoln Road
Miami Beach, Florida 33139

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The following Sub-Paragraphs 10 (A), 10 (B), 10 (C) and 10 (D) are hereby added to and made part of the By-Laws:

"10 (A) An Elections Committee of three members, none of whom to be nominees, shall be appointed by the Chair at least thirty (30) days prior to the Annual Meeting to act as Inspectors of Election, who shall prepare, distribute, collect and count the ballots, and at the conclusion of the balloting, certify in writing to the Chair the results of the election, and said certification shall be annexed to the minutes of the meeting."

"10 (B) An absentee ballot shall be prepared in advance of the annual meeting for distribution and mailed together with the aforesaid written notice of annual meeting to each unit owner, with enclosure of a return envelope addressed to the Elections Committee. The names of all qualified nominees shall appear on the absentee ballot with a blank space alongside each nominee's name for the unit owner to check his choice for eleven of the listed nominees, as directors for the ensuing year. Such ballot shall be signed by the unit owner with his apartment unit number noted under his signature.

The ballot shall then be sealed and returned to the Elections Committee. If by mail, the ballot must be sent in the provided return envelope only. The ballot sealed in the provided return envelope may also be delivered in person to the Elections Committee at any time prior to the election.

Such absentee ballots shall remain sealed in the custody of the Elections Committee until the election of directors at the annual meeting."

"10(C) Any unit owner in good standing desirous of becoming a nominee for director shall submit his or her name in writing to the Elections Committee, together with a brief statement of qualifications, not later than twenty-five (25) days prior to the annual meeting. Nominations for director may also be made from the floor at the annual meeting."

"10 (D) Any provision in the By-Laws in conflict with the foregoing amendments shall be null and void."

IN WITNESS WHEREOF, The Towers of Key Biscayne, Inc., a Florida corporation, has set its corporate hand and seal the first day above written.

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
CLERK OF COURTS
RICHARD P. DRINKER,
CLERK CIRCUIT COURT

Kenneth Murray
KENNETH MURRAY, President
Board of Directors
The Towers of Key Biscayne, Inc.

Sworn to and subscribed
before me this 7th
day of July, 1975.

Norman T. Roberts
NORMAN T. ROBERTS, Secretary
Board of Directors
The Towers of Key Biscayne, Inc.

Edward J. Francisco
Notary Public

My Commission Expires:

FLORIDA PUBLIC STATE Notary Public
COMMISSION EXPIRES OCT. 2, 1976
ISSUED THRU MAYNARD BOODING AGENCY

