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CERTIFICATE OF AMENDMENT TO BY-LAWS, ARTICLES OF INCORPORATION AND RULES AND REGULATIONS OF THE TOWERS OF KEY BISCAYNE, INC.

WHEREAS, the Declaration of Condominium ("Declaration") of THE TOWERS OF KEY BISCAYNE CONDOMINIUM was duly recorded in Official Records Book 7830, at Page 178, of the Public Records of Dade County, Florida; and

WHEREAS, the Articles of Incorporation, By-Laws and Rules and Regulations of THE TOWERS OF KEY BISCAYNE, INC. ("Association") were attached to the Declaration as Exhibit; and

WHEREAS, at duly called and convened meetings of the Board held on April 18, 1977, May 26, 1981 and April 21, 1982, the Rules and Regulations were amended as set forth in Exhibit A hereto; and

WHEREAS, at a duly called and convened meeting of the Board held on November 17, 1982, the Board voted to amend Article VIII of the Articles of Incorporation ("Articles") of the Association and Section 14.1 of the By-Laws of the Association as set out in Exhibits B and C hereto, respectively, in accordance with the applicable procedures for amendment as set out in said Articles and By-Laws.

NOW, THEREFORE, the undersigned hereby certifies that the amendments set forth in the Exhibits hereto are true copies of the amendments as approved by the Board of Directors.

WITNES my signature hereto this 22 day of January, 1983 at Key Biscayne, Florida.

Attest:

THE TOWERS OF KEY BISCAYNE, INC.
President

Secretary

STATE OF FLORIDA :
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this day of January, 1983 by ... and ... respectively, of THE TOWERS OF KEY BISCAYNE, INC., a Florida corporation, on behalf of the Corporation.

NOTARY PUBLIC, State of Florida
(Seal)

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA

This Instrument Prepared by
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EXHIBIT A

- 1) Amendment of Rule D 7 appearing at Official Records Book 9392 at Page 1541 of the Public Records of Dade County, Florida so as to allow baby carriages by the pool as long as it does not interfere with others' enjoyment and use of pool area. (Adopted by Board - April 18, 1977.)
- 2) Amendment of Rule D 7 to rescind the amendment as set out immediately above and to insert the following:

No toys, bicycles, playpens, strollers, carriages, or similar items are permitted in/or at the pool area. (Adopted by Board - April 21, 1982.)
- 3) Amendment of Rule A appearing at Official Records Book 9392 at Page 1541 of the Public Records of Dade County, Florida to add Paragraph 11 as follows:

Boats shall not be stored in Common Areas or in the Limited Common Areas (parking spaces) except in the outdoor parking in the lower garage which may be rented or purchased. (Adopted by Board - April 21, 1982.)
- 4) Amendment of Rule A appearing at Official Records Book 9392 at Page 1541 of the Public Records of Dade County, Florida to add a paragraph as follows:

No unit owner, guest or renter shall store in the Limited Common Area (parking spaces) any equipment, material or other objects other than allowed vehicles. (Adopted by Board - April 21, 1982.)
- 5) Amendment of Rule P appearing at Official Records Book 9392 at Page 1550-1551 of the Public Records of Dade County, Florida to add the following paragraphs:
 20. Before any sale or lease of a unit shall be considered there shall be filed with the Association at least three (3) weeks prior thereto a duly completed form of application issued by the Association together with required fees, security and charges.
 - a) Prospective purchasers and lessees will be interviewed by a representative or representatives of the Association and advised of its approval or disapproval within said three (3) weeks period of time. No occupancy or use of the Association's facilities will be permitted prior to approval.
 - b) No sale or lease of a unit will be approved if the owner is delinquent in payment of maintenance, assessment or charges.
 - c) No lease to a corporation is permitted. Lessees and members of their family shall be at least 17 years of age. No lease may be assigned or unit sublet.
 - d) Owners not in residence must notify the Association in writing at least two (2) days prior to arrival of guests stating relationship, length of stay and guests shall register with the Association. Members of the immediate family need not register. Immediate family is defined as parents, children, grandchildren, grand-parents, brothers and sisters.

LAW OFFICES

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- e) Lessees not in residence shall not permit occupancy of their unit or use of the Condominium facilities during their absence.
- f) An owner of a condominium unit and his lessee (in case where a condominium is leased out) or his guests (in cases where a guest is occupying the condominium unit in the owner's absence) shall be jointly and severally liable for all damages of any kind whatsoever, including court costs and a reasonable attorney's fee incurred by the Condominium Association as a result of such tenant or guests negligence failing to abide by Condominium's Declaration of Condominium, By-Laws, Articles of Incorporation or the Condominium's Rules and Regulations or for such tenant or guest failing to comply with any of the provisions of the Florida Condominium Act or Florida Residential Landlord Tenant Act.

(Adopted by Board - May 26, 1981.)

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EXHIBIT B

Section 14.1 of the By-Laws which presently reads:

~~Section 14.1 - Commencing with the March 1978 election for the Board of Directors, each director of said Board shall be elected for the period of one (1) year or until his successor shall be elected and qualify and he shall serve no more than two (2) consecutive terms. After serving two (2) terms, Board member must retire for one (1) year before seeking re-election.~~

Shall be amended to read as follows:

Section 14.1 - At the March 1983, election for the Board of Directors, Directors shall be elected for the following terms of office.

- a) The three (3) candidates receiving the highest number of votes shall be elected for a two (2) year term of office.
- b) The four (4) candidates receiving the next highest number of votes shall be elected for a one (1) year term of office.

Commencing with the March 1984 Election and continuing with the elections held in each Even numbered year thereafter four (4) Board Members will be elected to a two (2) year term of office, to fill the vacancies created by the four (4) Board Members whose term of office expires in such year.

Commencing with the 1985 Election and continuing with the Election held in each Odd numbered year thereafter three (3) Board Members will be elected to a two (2) year term of office to fill the vacancies created by the Board Members whose term of office expires in such year.

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EXHIBIT C

Section VIII of the Articles of Incorporation shall be Amended to read as follows:

The corporation shall be governed by a board of directors consisting of seven (7) not less than three (3) nor more than five (5) persons. ~~The initial board of directors shall consist of three members but may be increased to a maximum of five members in the manner provided herein. The names and addresses of the persons who are to serve as the directors until the first election thereof at the annual meeting of the members in 1974 are:~~

Stephen Huss
 Martin W. Taplin
 Michael H. Salmon

~~provided, however, that by a majority vote thereof the number of members of the initial board of directors may be increased to a maximum of five (5); At the annual meeting of the members in 1974 and annually thereafter, the directors of the corporation will be elected to hold office in accordance with the terms of office as set forth in the by-laws. In each instance until the next annual meeting of the members or until their successors are elected and qualify.~~

~~In the event of a vacancy in the initial board of directors prior to the annual meeting of the members in 1974, when vacancy shall be filled by the president named herein, or if he shall not be a director, then by the vice president named herein, and if he shall not be a director, then by the secretary named herein, and if none of them shall be officers of the corporation then by the sponsor named in the Declaration of Condominium described herein or its successors.~~

BECKER POLIAROFF & STRITFIELD
 ATTORNEYS AT LAW
 PHOENIX, ARIZONA