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CERTIFICATE OF AMENDMENT  
 TO  
 THE BY-LAWS  
 AND  
 ARTICLES OF INCORPORATION  
 OF  
 FUTURA YACHT CLUB MARINA CONDOMINIUM ASSOCIATION, INC.

WHEREAS, the Declaration of Condominium of Futura Yacht Club Marina Condominium Association, Inc. was duly recorded in Official Records Book 1038 at Page 2453 of the Public Records of Monroe County, Florida; and

WHEREAS, the By-Laws and Articles of Incorporation of Futura Yacht Club Marina Condominium Association, Inc. (the "Association") were attached as Exhibits to the aforementioned Declaration of Condominium; and

WHEREAS, at a duly adjourned Annual Meeting of the membership of the Association held on January 25, 1992, the amendments to the By-Laws and Articles of Incorporation as set out in Exhibit "A" attached hereto and incorporated herein were duly approved by a vote of the membership in excess of that required by the pertinent provisions of said By-Laws and Articles of Incorporation.

NOW, THEREFORE, the undersigned hereby certifies that the amendments to the By-Laws and Articles of Incorporation as set out in Exhibit "A" attached hereto and incorporated herein are a true copy of the amendments as approved by the requisite percentage of the membership of the Association.

WITNESS my signature hereto this 9 day of March, 1992 at Tavernier, Florida.

FUTURA YACHT CLUB MARINA CONDOMINIUM ASSOCIATION, INC.

Shaman J. Jacobs  
 Witness

BY: [Signature]  
 President  
 Seal

[Signature]  
 Witness

ATTEST: [Signature]  
 Secretary

STATE OF FLORIDA  
 COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 9 day of March, 1992 by [Signature] of FUTURA YACHT CLUB MARINA CONDOMINIUM ASSOCIATION, INC. a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced ( FLDL ) as identification and who ~~did~~/did not take an oath.

[Signature] (SEAL)  
 NOTARY PUBLIC SIGNATURE  
 STATE OF FLORIDA AT LARGE

My Commission expires:

Joyce J. Orr  
 PLEASE PRINT OR TYPE NOTARY SIGNATURE  
 THIS INSTRUMENT PREPARED BY:

ROSA M. DE LA CAMARA, ESQUIRE  
 BECKER & POLIAKOFF, P.A.  
 BLUE LAGOON CORPORATE CENTER  
 6161 BLUE LAGOON DRIVE, SUITE 250  
 MIAMI, FLORIDA 33126

NOTARY PUBLIC, STATE OF FLORIDA  
 MY COMMISSION EXPIRES FEBRUARY 28, 1994  
 BONDED THROUGH NOTARY PUBLIC UNDERWRITERS

FEB 29 1992  
 NOTARY

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EXHIBIT "A"

AMENDMENTS  
TO  
THE BY-LAWS  
AND

ARTICLES OF INCORPORATION  
OF

FUTURA YACHT CLUB AND MARINA ASSOCIATION, INC.

(Additions shown by underlining; deletions by "----")

1. Amendment to Article 7 of the Articles of Incorporation as follows:

"The business and affairs of the association shall be managed by a board consisting of the number of directors determined by the association bylaws, but in any event not less than three (3) directors, who shall be members of the Association. ~~Directors need not be members of the association nor reside in the condominium.~~ The board of directors, its agents, contractors, or employees, shall exclusively exercise all of the powers of the association existing under the Condominium Act, the declaration of condominium, the association bylaws, and these articles, subject only to the approval of the unit owners when such approval is specifically required. the directors shall be elected at the annual meeting of the association members in the manner provided for by the association bylaws. Directors may be removed, and vacancies on the board may be filled as provided for in the association bylaws. The members of the first board of directors and their replacements shall be appointed by the developer. The members of the first board of directors shall serve terms as provided for in the association bylaws, and they or their replacements appointed by the developer shall serve until such time as unit owners other than the developer are permitted to elect directors as provided by the Condominium Act, or at an earlier date at the discretion of the developer as provided for in the association bylaws. The names and addresses of the first board of directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ricardo Bandrich, Sr.	88540 Overseas Highway Tavernier, FL 33070
Ricardo Bandrich, Jr.	88540 Overseas Highway Tavernier, FL 33070
Norma T. Bandrich	88540 Overseas Highway Tavernier, FL 33070

2. Amendment to Article 2.04 of the By-Laws as follows:

"Election and terms of office. At the first meeting of unit owners after the date on which unit owners other than developer become entitled to elect at least a majority of the members of the governing board, the terms of office of board members shall be fixed as follows: the terms of office of one (1) member shall be set at three (3) years; and the terms of office of one (1) member shall be set at one (1) year two (2) years; and the terms of office of one (1) member shall be set at one (1) year. At the expiration of the initial term of office of each board member, his successor shall be elected to serve for a term of three years. Board members shall hold office until their successors have

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been elected and hold their first meeting.

3. Amendment to Article 2.12 of the By-Laws as follows:

"Quorum of governing board. At all meetings of the governing board, ~~three~~ two members of the board present shall constitute a quorum for the transaction of business, and the acts of a majority of members present at a meeting at which a quorum is present shall constitute the acts of the board. If at any meeting of the governing board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Recorded in Official Records Book  
in Monroe County, Florida  
Records Verified  
DANNY L. KOLHAGE  
Clerk Circuit Court