

**COMPILED
SECOND RESTATED AND AMENDED BY-LAWS
OF
BALLENISLES COMMUNITY ASSOCIATION, INC.**

**[NOTE: THESE COMPILED SECOND RESTATED AND AMENDED BY-LAWS
INCORPORATE AMENDMENTS ADOPTED THROUGH NOVEMBER 2023 TO MAKE
READING THE DOCUMENT EASIER. A COPY OF THE ACTUAL RECORDED SECOND
RESTATED AND AMENDED BY-LAWS AND AMENDMENTS THERETO CAN BE
OBTAINED FROM THE ASSOCIATION OR THE PUBLIC RECORDS]**

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This SECOND RESTATED AND AMENDED BY-LAWS OF BALLENISLES COMMUNITY ASSOCIATION, INC. is made this ____ day of _____ by BALLENISLES COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit (the "Association").

WHEREAS, BallenIsles Community Association, Inc., executed those certain By-Laws ("Initial By-Laws"), which Initial By-Laws were, recorded as EXHIBIT "D" to that certain Declaration of Protective Covenants, Conditions and Restrictions for BallenIsles Country Club of JDM, said Declaration ("Initial Declaration"), being recorded in Official Record Book 6279, Page 1, in the Public Records of Palm Beach County, Florida;

WHEREAS, BallenIsles Community Association, Inc., executed those certain Restated and Amended Bylaws, which Restated and Amended Bylaws were recorded as an Exhibit to the Restated and Amended Declaration of Protective Covenants, Conditions and Restrictions for BallenIsles, said Restated and Amended Declaration being recorded in Official Record Book 8320, Page 384, in the Public Records of Palm Beach County, Florida;

WHEREAS, BallenIsles Community Association, Inc., executed those certain Second Restated and Amended Bylaws, which Second Restated and Amended Bylaws were recorded as an Exhibit to the Second Restated and Amended Declaration of Protective Covenants, Conditions and Restrictions for BallenIsles and the Second Restated and Amended Bylaws of the Association were recorded commencing at Official Records Book 19736, Page 741 of the Public Records of Palm Beach County, Florida.

WHEREAS, BallenIsles Community Association, Inc., executed that certain Certificate of Amendment to the Second Restated and Amended Bylaws of BallenIsles Community Association, Inc., which Amendment to the Second Restated and Amended Bylaws were recorded as an Exhibit to the Certificate of Amendment to the Second Restated and Amended of the Association and were recorded commencing at Official Records Book 25444, Page 1373 of the Public Records of Palm Beach County, Florida.

WHEREAS, the Association, by approval of the Members pursuant to Article VI, Section 6, hereby amends and restates the Second Restated and Amended By-Laws as follows:

ARTICLE I
NAME, PRINCIPAL OFFICE, AND DEFINITIONS

Section 1. Name. The name of the Association shall be BallenIsles Community Association, Inc. (hereinafter sometimes referred to as the "Association"). The Association is not a condominium association under Chapter 718, Florida statutes.

Section 2. Principal Office. The principal office of the Association in the State of Florida shall be located at 303 BallenIsles Drive, Palm Beach Gardens, Florida, in Palm Beach County or such other location in the City of Palm Beach Gardens determined by the Board of Directors. The Association may have such other offices within the State of Florida as the Board of Directors may determine or as the affairs of the Association may require."

Section 3. Definitions. The words used in these By-Laws shall have the same meaning as set forth in that Second Restated and Amended Declaration of Protective Covenants, Conditions, and Restrictions for BallenIsles (said Second Restated and Amended Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), unless the context shall prohibit.

ARTICLE II
ASSOCIATION MEMBERSHIP, MEETINGS, QUORUM, VOTING PROXIES

Section 1. Membership. The Association shall have two (2) classes of membership, Class "A", and Class "B" as more fully set forth in the Declaration, the terms of which pertaining to membership are specifically incorporated herein by reference.

Section 2. Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place in Palm Beach County convenient to the Members as may be designated by the Board of Directors either within the Committed Property or as convenient thereto as possible and practical.

Section 3. Annual Meetings. The Annual Meeting and Election of Directors of the Association shall be held in the month of March, the exact time, date and place of such Annual Meeting shall be as determined by the Board of Directors from time to time.

Section 4. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a majority of a quorum of the Board of Directors or upon a petition signed by fifty (50%) percent of the Neighborhood Representatives of the Association. The Neighborhood Representatives are not required to poll the Neighborhood Members to call a special Members meeting. The notice of any special meeting shall state the date, time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 5. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of the Members shall be delivered, either personally or by mail, or via electronic transmission as set forth below, to each Neighborhood Representative entitled to vote at such meeting and Alternate, not less than fourteen (14) nor more than fifty (50) days before

the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting except in an emergency. Notices of all meetings must be posted in a conspicuous place in the community concurrently with the notice to the Neighborhood Representatives and Alternates except in an emergency. The Association in addition to posting notices, may broadcast notices on a closed circuit television system, provided that the broadcast is made at least four (4) times every broadcast hour of each day that a posted notice is required.

In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a special meeting except as stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Neighborhood Representative and Alternate at their address as it appears on the records of the Association, with postage thereon prepaid or sent via electronic transmission as set forth below.

Notice of Members Meetings Via Electronic Transmission (e-mail): The Association may, instead of mailing or, personally delivering notice of Members meetings, give such notice via electronic transmission (e-mail) to those Neighborhood Representatives or Members consenting in writing to receive such notice via e-mail. If a Neighborhood Representative or Member consents to receive notice via e-mail, the e-mail notice shall be instead of mailing or personal delivery – the Association shall not be required to give notice by both methods.

The Association Board may implement a procedure and forms for Neighborhood Representatives and Members to consent in writing for receiving notices via e-mail. Neighborhood Representatives shall strictly adhere to the Board's procedures. Notice shall be deemed given when the e-mail is sent – the Association is not responsible for receipt. Documents are deemed included with the notice if attached to the e-mail regardless of whether the recipient can open the attachment. The Association is not responsible as to whether the recipient can open attachments. However, if a Member cannot open the attachment, the Association will provide the Member with a paper copy of the attachment upon request.

An Owner who consents to receiving notices via e mail may thereafter withdraw the consent. The withdrawal of consent shall be in writing delivered to the Association office in accordance with the procedures of the Board. The procedures may include requiring a form to be completed.

If the recipient is called upon to vote on a matter, the Association may require the vote to be submitted via personal delivery or U.S. Mail.

Neighborhood Representatives and Members consenting to receive notice via e-mail are required to strictly follow any procedures required by the Association.

Pursuant to Chapter 720 of the Florida Statutes, the Association is required to maintain as part of the Official Records the e-mail addresses of Neighborhood Representatives and Members consenting to receive notice via e-mail.

Section 6. Waiver of Notice. Waiver of notice of a meeting by Neighborhood Representatives or by the Class “B” Member shall be deemed the equivalent of proper notice. Any such Member may, in writing, waive notice of any meeting either before or after such meeting. Attendance at a meeting shall be deemed waiver of notice of the time, date, and place thereof, unless objection to lack of proper notice is made at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business to be transacted thereat unless objection to the calling, or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.

Section 7. Adjournment of Meetings. If any meeting of the Association cannot be held because a quorum is not present, a majority of the Neighborhood Representatives who are present at such meeting, either in person or by alternate, may adjourn the meeting to a time, not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Neighborhood Representatives in the manner prescribed for regular meetings. Members meetings may otherwise be temporarily adjourned and reconvened as the need arises.

The Neighborhood Representatives present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Neighborhood Representatives to leave less than a quorum, provided that Neighborhood Representatives or their alternates representing at least twenty-five (25%) percent of the total Class “A” votes of the Association remain in attendance in person or by proxy, and provided further that any action taken is approved by at least a majority of the Neighborhood Representatives required to constitute a quorum.

Section 8. Voting. The vote of the Class “B” Member shall be as determined in the Declaration, as amended from time to time. The votes of the Class “A” Members shall be cast by Neighborhood Representatives, which shall be selected by the Members of the respective Neighborhood as more fully described in Article V, Section 3 of these Bylaws. On all matters requiring a vote of the Neighborhood Representatives, except for the Election of Directors, and except for calling a special Members meeting as set forth in Article II, Section 4 hereof, the Neighborhood Representatives shall cast the votes of their respective Neighborhood Members in response to the Board of Directors of the Association mailing or emailing ballots to all of the respective Neighborhood Members or making ballots available at an Association meeting. Whether a ballot is by proxy/paper ballot, electronic ballot, or an in-person ballot at a meeting, all ballots of the Neighborhood Members shall be kept confidential (i.e., “secret ballots” as provided for in Fla. Stat. 720.306(8)(b) and Fla. Stat. 720.317(2)(d)) and returned to the Association office in such a way that the Association cannot after any vote, determine how a member voted on that issue. The Association then shall, while maintaining confidentiality as set forth above, distribute the ballots to the respective Neighborhood Representatives. Each Neighborhood Representative’s vote shall be in accordance with the votes of the Members in his or her respective Neighborhood. By way of example, and not limitation, if a Neighborhood contains 70 Units, and 50 Neighborhood Members cast a ballot, 35 in favor of a proposed action and 15 against a proposed action, the Neighborhood Representative shall cast 35 votes in favor

of the proposed action, 15 votes against the proposed action and shall not cast the votes of the remaining 20 Units. Unless otherwise provided in the Declaration, these Bylaws or the Articles of Incorporation or Florida Statutes, all matters requiring a vote of the Neighborhood Representatives, except the Election of Directors and Amendment of these Bylaws, shall be determined by a majority of the aggregate votes cast, in person or by proxy, by the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of these Bylaws. The Election of Directors shall be governed by Article III.A, Section 4 of these Bylaws and all ballots for the Election of Directors shall be kept confidential (i.e., "secret ballots" as provided for in Fla. Stat. 720.306(8)(b) and Fla. Stat. 720.317(2)(d)) and returned to the Association office in such a way that the Association cannot after any vote, determine how a member voted. The Association then shall, while maintaining confidentiality as set forth above, distribute the ballots to the respective Neighborhood Representatives.

Section 9. Proxies. Neighborhood Representatives may not vote by general proxy but may vote by limited proxy. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may also be used for votes taken to amend the Declaration, Articles of Incorporation or Bylaws or for any matter that requires or permits a vote of the Owners.

Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. A proxy is not valid for a period longer than 90 days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the Neighborhood Representative who executes it. Further, if a proxy is submitted by the Neighborhood Representative and the Alternate is in attendance, then the proxy shall be revoked and the Alternate shall have the right to vote as the Neighborhood Representative.

Section 10. Quorum. Except as provided by statute or the governing documents, the following shall constitute a quorum:

(a) Election of Directors. A quorum for Members meetings for election of Directors shall require thirty (30%) percent of Neighborhood Representatives to be present in person or by proxy provided that thirty (30%) percent of the aggregate number of all Class "A" Members (Unit Owners) in BallenIsles submits a response or vote under the polling process.

(b) All Other Matters. A quorum for Members meetings other than election of Directors shall require thirty (30%) percent of Neighborhood Representatives to be present in person or by proxy provided that thirty (30%) percent of the aggregate number of all Class "A" Members (Unit Owners) in BallenIsles submits a response or vote under the polling process.

Section 11. Conduct of Meetings. The president shall preside over all meetings of the Association, and the secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting. Any Owner who personally attends a Members meeting or Board meeting may tape record or videotape the meeting. Such tape recording or videotaping shall not interfere with the meeting, shall not interfere with the Board, and shall be subject to any rules and policies of the Board.

Section 12. Action Without a Meeting. Any action required by law to be taken at a meeting of the Association, or any action which may be taken at a meeting of the Association, may be taken without a meeting if written consent setting forth the action so taken is signed by the Neighborhood Representatives casting the minimum number of votes necessary to authorize such action at a meeting at which all Neighborhood Representatives entitled to vote on such action were present, and in which each Neighborhood Representative voted all of the votes cast by the Units in his or her respective Neighborhood.

ARTICLE III
BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS

A. Composition and Selection.

Section 1. Governing Body; Composition. The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) vote. The Directors shall be Members or spouses of such Members, as defined by State law. In the case of an Owner which is a corporation or partnership, trust or limited liability company, the person designated in writing to the secretary of the Association as the representative of such corporation or partnership shall be eligible to serve as a Director.

Section 2. Number of Directors. The number of Directors in the Association shall be seven (7), as provided in Section 4 below.

Section 3. Nomination of Directors.

Eligible persons who timely submit their names to run for the Board shall be entitled to have their names listed on the ballot mailed out to the Owners, The Association shall send out a letter to Owners instructing that eligible persons wanting to run for the Board must notify the Board in writing. Eligible persons timely submitting their names to run shall be entitled to have their names listed on the ballot mailed out to the Owners.

Section 4. Election and Term of Office. Notwithstanding any other provision contained herein:

The Board of Directors shall be comprised of seven (7) Directors who shall serve staggered three (3) year terms, with the terms of either three (3) or two (2) Director positions expiring each year. To illustrate the point, the terms of three (3) Director positions shall expire one year; the terms of two (2) Director positions shall expire the following year; and the terms of two (2) Director positions shall expire the following year. If there is an issue or conflict when term of a Director position starts or ends, the Board of Directors shall decide the matter. In the event of a tie in the votes of the Neighborhood Representatives selection of Directors will be determined by the drawing of lots, or as otherwise determined by the Board of Directors. In the event of a tie in any neighborhood poll for the election of a Director, the deciding vote shall be cast by that Neighborhood's Neighborhood Representative.

Directors shall serve for no more than two (2) consecutive Full Terms. A "Full Term" is a term that lasts three years. A Director elected or appointed to a term that is less than a Full Term may additionally serve up to two (2) Full Terms. If a Director serves two (2) consecutive Full

Terms, he or she will not be eligible to serve as a Director for a period of one (1) year after the second Full Term expires. If there are fewer candidates than Director positions to be filled, a Director may serve an additional (1) Full Term if appointed by the Board.

Votes shall be cast by Neighborhood Representatives, as follows:

1. The votes of the Class "A" members shall be cast by Neighborhood Representatives, which shall be selected by the members of the respective Neighborhood as more fully described in Article V, Section 3 of these Bylaws. The Neighborhood Representative shall receive the votes of their respective Neighborhood members in response to the Board of Directors of the Association mailing ballots to all of the respective Neighborhood members for the election of Directors. The Neighborhood Representative shall cast one (1) vote for every vacancy on the Board of Directors in accordance with the votes of the members in his or her respective Neighborhood. The Neighborhood Representative shall cast his or her votes in accordance with the number of candidates who receive the highest plurality of votes among the respective Neighborhood members. By way of example, and not limitation, if there are seven (7) candidates for three (3) available Board vacancies, and three (3) candidates receive the highest plurality of the votes among the respective Neighborhood members, then the Neighborhood Representative for that Neighborhood shall be required to cast one (1) vote for each of the three (3) candidates who receive the highest plurality of votes from among the respective Neighborhood members.

2. Where there is a tie between one (1) or more candidates receiving the highest plurality of votes, the Neighborhood Representative shall be required to cast one (1) vote for each of the candidates who have received the highest plurality of the votes in their Neighborhood, and shall, among the candidates who are tied for the next highest plurality of votes, cast one (1) vote for the tied candidate that has received the highest aggregate amount of votes in all Neighborhoods, but in no event may that Neighborhood Representative vote for a candidate who has not received the next highest plurality of the votes in their Neighborhood. By way of example, and not limitation, if there are seven (7) candidates running for three (3) available Board vacancies, and Candidates One and Two have received the highest plurality of votes, Candidates Three and Four have received the same number of votes, with Candidate Three receiving the highest aggregate amount of votes in all Neighborhoods, and Candidates Five, Six and Seven have received the next highest plurality of the votes, then the Neighborhood Representative shall be required to vote for Candidates One, Two, and Three, and in no event may that Neighborhood Representative be allowed to vote for Candidates Four, Five, Six or Seven.

3. If there are fewer candidates than Director positions to be filled, the Board shall fill the vacancy or vacancies by appointment.

4. The time frames for the Neighborhood members to return their ballots to the Association shall be determined in the sole discretion of the Board of Directors, but shall in no event be less than fourteen (14) days, and shall be provided in the notice to the Neighborhood members along with the ballots. The only requirement for the time frame shall be that the Neighborhood members must return their ballots to the Association for the Association to tally

the votes in time for the Neighborhood Representatives to cast their voting instruments at the Annual Meeting and Election of Directors.

5. Once the results of the voting by the respective Neighborhood members have been tallied, and the Neighborhood Representatives have cast their voting instruments (ballots or proxies) at the Annual Meeting and Election of Directors, the candidates with the highest plurality of the votes from among the Neighborhood Representatives shall be elected as Directors.

The Class "B" members shall not be entitled to appoint any Directors

Section 5. Annual Meeting. The annual meeting of Directors shall be held during the month of March. At that time, the newly elected Directors shall preside.

Section 6. Removal of Directors and Vacancies. Any director elected by the Neighborhood Representatives may be removed, with or without cause, pursuant to the procedures in Section 720.303(10), Fla. Stat. governing recall of Directors. Any Director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a Director, a successor shall then and there be elected pursuant to the procedures in Section 720.303(10), Fla. Stat. Any Director elected by the Neighborhood Representatives who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of any Assessment or other charge due the Association for more than thirty (30) days may be removed by a majority of the Directors present at a regular or special meeting at which a quorum is present, to the extent permitted by Florida Statutes, as amended from time to time and a successor may be appointed by the Board to fill the vacancy until the next annual meeting at which Directors are elected. In the event of the death, disability, or resignation of a Director, a vacancy may be declared by the Board, and it may appoint a successor. If the vacancy occurs greater than one hundred and twenty (120) days before the election, then the Board must appoint a Director to fill the vacancy. The term of a Director appointed to fill a vacancy expires at the next annual meeting at which Directors are elected.

B. Meetings.

Section 1. Organizational Meetings. The first meeting of the Board of Directors following each annual meeting of the membership shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held on the third Thursday of every month, or as determined from time to time by a Majority of the Directors.

Notice of the time and place of the meeting shall be communicated to Directors not less than four (4) days prior to the meeting; provided, however, notice of a meeting need not be given to any Director who has signed a waiver of notice or written consent to holding of the meeting. Notices of all Board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each Board meeting must be mailed or delivered to each Owner at least 7 days before the meeting, except

in an emergency. Notwithstanding this general notice requirement as an alternative to such general notice requirement of posting or mailing the notice, the notice for a meeting may be accomplished by publication.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association or by any three (3) Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication; either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegram, charges prepaid. All such notices shall be given at the Director's telephone number or sent to the Director's address as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least seventy-two (72) hours before the time set for the meeting. Notices of all Board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each Board meeting must be mailed or delivered to each Owner at least 7 days before the meeting, except in an emergency. Notwithstanding this general notice requirement as an alternative to such general notice requirement of posting or mailing the notice, the notice for a meeting may be accomplished by publication. The Association in addition to posting notices, may broadcast notices on a closed circuit television system, provided that the broadcast is made at least four (4) times every broadcast hour of each day that a posted notice is required.

Section 4. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid, as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 5. Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. If any meeting of the Board cannot be held because a quorum is not present, a majority of the Directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 6. Compensation. No Director shall receive any compensation from the Association for acting as such unless approved by the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of the Bylaws, at a regular or special meeting of the Association; provided any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

Section 7. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep a minute book of meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and all transactions and proceedings requiring a vote, occurring at such meetings. A vote or abstention from voting on each matter voted upon for each Director present at a Board meeting must be recorded in the minutes.

Any Owner who personally attends a Members meeting or Board meeting may tape record or videotape the meeting. Such tape recording or videotaping shall not interfere with the meeting, shall not interfere with the Board, and shall be subject to any rules and policies of the Board.

Section 8. Open Meetings. Subject to the provisions of Section 9 of this Article, all meetings of the Board except for meetings with the Association's legal counsel with respect to confidential matters and personnel matters all as provided by Florida law shall be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Director. In such case, the President may limit the time any Member may speak.

Section 9. Action Without a Formal Meeting. Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

C. Powers and Duties.

Section 1. Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do or cause to be done all acts and things as are not by the Declaration, Articles, or these Bylaws directed to be done and exercised exclusively by the Neighborhood Representatives or the membership generally.

The Board of Directors may delegate to one of its members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the managing agent or manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to establish policies relating to, and shall be responsible for performing or causing to be performed, the following, in way of explanation, but not limitation:

(a) preparation and adoption, in accordance with the Declaration, of annual budgets in accordance with generally accepted accounting principles in which there shall be established the assessments of each Owner to the Operating Expenses.

(b) making Assessments to defray the Operating Expenses, establishing the means and methods of collecting such Assessments, and establishing the period of the installment payments of the annual Assessment; provided, unless otherwise determined by the Board of Directors, the annual Assessment for each Unit's share of the Operating Expenses shall be payable in equal quarterly installments, each such installment to be due and payable in advance on the first day of the first month of each quarter.

(c) providing for the operation, care, upkeep, and maintenance of all of the Common Areas including any of the Exclusive Common Areas which are the responsibility of the Association and any other areas designated by a governmental agency to be the responsibility of the Association;

(d) designating hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Areas and any of the Exclusive Common Areas which are the responsibility of the Association and, when appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;

(e) collecting the Assessments, depositing the proceeds thereof in an insured financial institution in insured accounts or insured certificates of deposit which it shall approve, and using the proceeds to administer the Association; provided, any fund may also be invested, in the Directors' best business judgment, in domestic insured certificates of deposit, fixed income securities issued by the U.S. Treasury or an agency of the U.S. Government, obligations issued with the full faith and credit of the United States, or investment grade municipal or corporate bonds rated AA or better. The Board shall adopt a definitive written policy implementing this power;

(f) making and amending rules and regulations respecting the Common Areas as well as the use of individual Units and the actions of Members;

(g) opening of bank accounts and making the investments as set forth in paragraph (e) above, on behalf of the Association and designating the signatories required;

(h) making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Areas and Exclusive Common Areas in accordance with the other provisions of the Declaration and these Bylaws after damage or destruction by fire or other casualty;

(i) enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules adopted by it and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association;

(j) obtaining and carrying Officers and Directors insurance and insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;

(k) paying the cost of all services rendered to the Association or its Members and not chargeable directly to specific Owners;

(l) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred;

(m) making available to any prospective purchaser of a Unit, any Owner of a Unit, and any Institutional Mortgagee, at a reasonable cost to such person or entity, current copies of the Declaration, the Articles, the Bylaws, Rules governing the Unit and all other books, records, and financial statements of the Association;

(n) permitting utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Committed property; and

On any matters that come before the Board of Directors relating solely to one (1) or more Neighborhoods and not to all of BallenIsles, as determined by the Board, then any proposed action of the Board of Directors shall be subject to ratification with respect to a Neighborhood by that Neighborhood Representative, after residents in his or her respective Neighborhood have been polled, as provided in Article II, Section 8 of the Bylaws.

Limit on Business Activity Which is Not Incidental to the Duties of the Association: If the Association seeks to engage in a business activity which is not incidental or related to the duties of Association set forth above and set forth in the Declaration or Articles of Incorporation, the Association shall prior to engaging in such activity, obtain the affirmative vote of Neighborhood Representatives, after Owners in their respective Neighborhoods have been polled. The Affirmative Vote shall be obtained as provided in Article II, Section 8 of the Bylaws.

Section 2. Management. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these Bylaws, other than the powers set forth in subparagraphs (a), (b), (f), (g), and (i) of Section C. of this Article or as stated in the Declaration. The Board of Directors may delegate to the managing agent or manager the power to assist the Board in preparing the annual budget.

Section 3. Accounts and Reports. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

(a) accrual accounting, as defined by generally accepted accounting principles, shall be employed;

(b) accounting and controls should conform to generally accepted accounting principles;

(c) operating cash accounts of the Association shall not be commingled with any reserve account or accounts of other entities. (This shall not prohibit the commingling of Neighborhood and Association operating accounts or the commingling of Neighborhood and Association reserve accounts and working capital assessment accounts for cash management or investment purposes);

(d) no remuneration shall be accepted by the managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; any thing of value received shall benefit the Association;

(e) any financial or other interest which the managing agent may have in any firm providing goods or services to the Association shall be disclosed in writing, annually, to the Board of Directors;

(f) Financial reports shall be prepared for the Association at least quarterly containing;

(i) an income statement reflecting all income and expense activity for the preceding period on an accrual basis;

(ii) a statement reflecting all cash receipts and disbursements for the preceding period;

(iii) a balance sheet as of the last day of the preceding period; and

(iv) a delinquency report listing all Owners who are delinquent in paying any Assessments at the time of the report and describing the status of any action to collect such Assessments which remain delinquent (a monthly installment of the annual Assessment shall be considered to be delinquent on the fifteenth (15th) day of each month unless otherwise determined by the Board of Directors); and

(g) an annual report consisting of at least the following shall be prepared annually (1) a balance sheet; (2) an operating (income) statement; and (3) either a statement of changes in financial position or statement of cash flow for the fiscal year. The annual report referred to above shall be based upon an audit, review, or compilation, as determined by the Board, attested to by an independent certified public accountant. Members will be provided written notice that the report is available at the Association's office.

Section 4. Borrowing. The Board of Directors shall have the power to borrow money for the purpose of maintenance, repair or restoration of the Common Areas or Exclusive Common Areas or other property owned or maintained by the Association, which are the responsibility of the Association, without the approval of the Neighborhood Representatives, except that, if the total of all amounts borrowed exceeds five percent (5%) of the current year's budget (excluding reserves, the amounts of budgeted capital expenditures and Neighborhood budgets) or if the borrowing results in a lien or an assignment of lien rights against the Common Areas, Exclusive Common Areas or individual units, then the Board shall obtain the approval of the Neighborhood

Representatives for such borrowing, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of the Bylaws. The Board shall also have the power to borrow money for other purposes; provided, the Board shall obtain the approval of the Neighborhood Representatives for any such borrowing of funds, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of the Bylaws. Approval for borrowing less than Five Million Dollars (\$5,000,000.00) shall be by the affirmative vote or written consent, or any combination thereof, of the majority of the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of these Bylaws. Approval for borrowing greater than Five Million Dollars (\$5,000,000.00) shall be by the affirmative vote or written consent, or any combination thereof, of two-thirds (greater than 66.66%) of the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of these Bylaws.

Section 5. Fiscal year, Budget Approval. Unless otherwise determined by the Board of Directors, the fiscal year of the Association shall begin on July 1 of each year. The Board of Directors may hold a budget workshop meeting to hear from Neighborhood Representatives any proposals or requested changes in levels of service or maintenance, and any other budget proposals, as to the respective Neighborhoods and as to any other areas of BallenIsles. All Neighborhood Associations must submit proposed Neighborhood budgets to the Board of Directors prior to April 1 of each year. The Board of Directors will then adopt a proposed Base Assessment budget (including Benefitted Assessments) and Neighborhood budgets (and also review any Neighborhood Association budgets), and distribute same to the Neighborhood Representatives at least two (2) weeks prior to a special meeting for consideration by the Board of adoption of the budget, which special meeting shall occur no later than May 15 of each year, and at which meeting, Neighborhood Representatives may address the Board, but only the Board shall have the right to approve the budget. If a Neighborhood fails to timely submit a proposed Neighborhood budget to the Board of Directors, the Board may nonetheless adopt a Neighborhood budget for the Neighborhood.

The annual budget shall set out the annual operating expenses. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit at the end of the current year.

In addition to annual operating expenses, the Board of Directors has authority to include in the budget, reserve accounts for capital expenditures and deferred maintenance and also reserve accounts for casualty cleanup and restoration, insurance premiums or other potential expenses which if not provided could result in the need for a special assessment. Such reserves constitute reserves created and operated by the Board of Directors. However, the budget shall not include expenses for a new project to be completed after the end of the fiscal year for which the budget is created unless the project is approved by a majority of Neighborhood Representatives after the respective Neighborhoods have been polled, as provided in Article II, Section 8 of the Bylaws. The approval of the project by the Neighborhood shall not have the effect of creating an owner established reserve – all reserves are Board established reserves.

Section 6. Board Expenditures. The Board of Directors shall be authorized to make all expenditures within the approved budget for that fiscal year. The Board may amend the budget from time to time without the approval of the Neighborhood Representatives, where such budget

amendment is necessary for required maintenance, repairs or emergencies. Any non-budgeted expenditures for capital improvements in excess of Two Hundred and Fifty Thousand (\$250,000.00) Dollars in any fiscal year, which are not emergencies nor are required maintenance or repairs, shall require the approval of the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of the Bylaws. Further, If the total of all budgeted and non-budgeted expenditures for capital improvements exceeds eight percent (8%) of the operating budget (defined for purposes of this section as exclusive of the amounts of all reserves, budgeted capital expenditures and Neighborhood budgets) then approval of the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of the Bylaws, shall also be required.

Section 7. Rights of the Association. With respect to the Common Areas and the Exclusive Common Areas which are the responsibility of the Association and any other areas which a governmental agency requires the Association to maintain, and in accordance with the Articles and the Declaration, the Association shall have the right to contract with any Person for the performance of various duties and functions without limiting the foregoing, this right shall entitle the Association to enter into common management, operational, or other agreements with trusts, condominiums, cooperatives, or Neighborhoods and other owners or residents Associations, both within and without the Committed Property; such agreements shall require the consent of two-thirds (2/3) of all Directors of the Association.

Section 8. Enforcement.

(a) Fining and Suspension for Violation of the Governing Documents or Rules. The Board shall have the power to impose reasonable fines, and to suspend an Owner's right to vote or to use the Common Areas and facilities or Exclusive Common Areas for violation of the Declaration, these Bylaws, or any Rules including violation of the leasing restrictions; provided, however, nothing herein shall authorize the Association or the Board of Directors to impair ingress and egress to or from a Unit. Using the barcode vehicle access lane is a privilege and not a right, and the Association may suspend rights to use the barcode vehicle access lane. In the event that any occupant, tenant, guest or invitee of a Unit violates the Declaration, Bylaws, or a Rule and a fine is imposed, the fine shall be levied against the Owner and/or tenant, guest or invitee. The failure of the Board to enforce any provision of the Declaration, Bylaws, or any Rule shall not be deemed a waiver of the right of the Board to do so thereafter. Fines shall be levied according to the notice requirements and procedures, and in the amounts as set forth in Section 720.305, Fla. Stat.

A fine may be levied on the basis of each day of a continuing violation with a single notice and opportunity for a hearing. Fines imposed on the basis of a continuing violation may exceed \$1,000.00 but shall not exceed \$5,000.00 in the aggregate. In any action to recover a fine, the prevailing party is entitled to collect its reasonable attorney's fees and costs from the non-prevailing party as determined by the Court.

A fine or suspension may not be imposed without written notice of at least fourteen (14) days to the person sought to be fined or suspended and an opportunity for a hearing before a committee of at least three (3) Association members appointed by the Board who are not officers, directors, or employees of the Association, or the spouse, parent, child, brother or sister

of an officer, director, or employee. The written notice shall notify the recipient of the violation(s). The person sought to be fined or suspended may, at the committee hearing, present reasons why the fine or suspension should not be imposed. The person shall also be entitled to present a brief written statement and materials as part of the person presenting reasons against a fine or suspension. The written statement and materials shall not exceed five one-sided pages. If the committee, by majority vote, does not approve a proposed fine or suspension, it may not be imposed.

The fine or suspension shall be ratified by the Board of Directors at a Board meeting. If the Board of Directors does not by majority of those Directors present at a Board meeting where a quorum exists, ratify the fine or suspension, the fine or suspension may not be imposed.

(b) Fining and Suspension for Non-Payment of Assessments and Other Charges. The Association may also impose fines or suspend rights to use common areas and facilities because of non-payment of assessments or other charges. The Association may not impair ingress and egress to or from a Unit. Using the barcode vehicle access lane is a privilege and not a right, and the Association may suspend rights to use the barcode vehicle access lane. The Association may suspend the voting rights of a member for non-payment of regular annual assessments that are delinquent in excess of ninety (90) days. There is no right to a committee hearing for imposition of fines or suspensions because of non-payment of assessments or other charges.

(c) Policies and Procedures. The Board of Directors may from time to time issue policies, procedures or additional rules to be followed in connection with imposition of fines or suspension of use rights.

ARTICLE IV **OFFICERS**

Section 1. Officers. The officers of the Association shall be President, one or more Vice Presidents, Secretary, and Treasurer. All officers except Assistant Secretaries and Assistant Treasurers if appointed, shall be members of the Board. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any (2) or more offices may be held by the same person, except the office of President cannot be held by a Vice President or by the Secretary or an Assistant Secretary.

Section 2. Election. Term of Office and Vacancies. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members, as herein set forth in Article III. A vacancy in any office arising because of death, resignation, removal, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

Section 4. Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as

may from time to time specifically be conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget as provided for in the Declaration and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by resolution of the Board of Directors.

ARTICLE V **COMMITTEES**

Section 1. General. Committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Each committee shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

Section 2. Compliance Committee. In addition to any other committees which may be established by the Board pursuant to Section 1 of this Article, the Board of Directors shall appoint a Compliance Committee consisting of not less than three (3) nor more than seven (7) members. The Compliance Committee shall be a standing committee. The Compliance Committee shall act in accordance with the notice requirements and procedures as set forth in Section 720.305, Fla. Stat.

Section 3. Neighborhood Committees, Neighborhood Representatives and Alternates. In addition to any other Committees appointed as provided above, there shall be a Neighborhood Committee for each Neighborhood which has no Association of its own. Such Neighborhood Committee shall consist of three (3) members; provided, however, by a vote of at least fifty-one (51%) percent of the Owners within the Neighborhood, this number may be increased to five (5). The members of such Neighborhood Committee shall include a Neighborhood Representative and an Alternate Neighborhood Representative. The members of such Neighborhood Committee shall be elected by the Owners within the Neighborhood at the annual meeting of such Owners. The annual meeting of such Owners shall be held in the same year but prior to the date of the Association's annual meeting. If there is a vacancy on the Neighborhood Committee because of death or resignation, the remaining Neighborhood Committee members may fill the vacancy by appointment until the next annual meeting of the Owners.

The specific date and time shall be determined by the Neighborhood Representative. The Neighborhood Representative elected shall be the Owner who receives the highest number

of votes. The Owner who receives the second highest number of votes shall be elected as the Alternate. The quorum for the annual meeting of the Neighborhood shall be thirty (30%) percent of the votes of the Owners, in person and by proxy.

If a person is elected to be the Neighborhood Representative or Alternate Neighborhood Representative and does not want to serve or later resigns from the position, then the remaining Neighborhood Committee members for that Neighborhood shall appoint the Neighborhood Representative or Alternate Neighborhood Representative, as the case may be, from among the remaining Neighborhood Committee members.

The Neighborhood Representative, once elected, shall vote on behalf of the Neighborhood on all Association matters, except where a vote of the individual Owners is required as specifically identified in the Declaration, the Articles of Incorporation and the Bylaws or Florida Statutes. Further, the Neighborhood Representative shall vote on all Association matters, except the Election of Directors, in accordance with Article II, Section 8 of these Bylaws. The Election of Directors shall be governed by Article III.A, Section 4 of these Bylaws. If a Neighborhood Representative votes by proxy in lieu of voting at a meeting, the Alternate Neighborhood Representative shall have the authority to revoke the proxy if the Alternate attends, and therefore shall be entitled to vote on said action at the meeting.

The Board of Directors may call meetings of the Neighborhood Representatives to exchange information and discuss relevant issues and matters without such meetings constituting Members' meetings.

In addition, the Neighborhood Representatives may conduct informal meetings of the Neighborhood Representatives to exchange information and discuss relevant issues and matters. Such meetings shall not constitute Members' meetings. However, if a quorum of the Board gathers to conduct Association business at a meeting of the Neighborhood Representatives, then the Board shall notice the meeting as a Board of Directors meeting.

Section 4. Modifications Committee. The Board of Directors shall establish a Modifications Committee as provided under the Declaration. As provided under the Declaration, the Board shall also have the authority and standing, on behalf of the Association, to seek enforcement in courts of competent jurisdiction any decisions of the Modifications Committee. The Modifications Committee shall be a standing committee.

ARTICLE VI **MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Association shall be set by resolution of the Board of Directors. In the absence of a resolution, the fiscal year shall begin July 1 of each year.

Section 2. Parliamentary Rules. Except as may be modified by Board resolution, Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Florida law, the Articles, the Declaration, or these By-Laws.

Section 3. Conflicts. If there are conflicts between the provisions of Florida law, the Articles, the Declaration, and these By-Laws, the provisions of Florida law, the Declaration, the Articles, and the By-Laws (in that order) shall prevail.

Section 4. Books and Records.

(a) **Inspection by Members and Mortgagees.** The Declaration and By-Laws, membership register, books of account, and minutes of meetings of the Members, the Board, and committees shall be made available for inspection and copying by any Institutional Mortgagee, Member of the Association, or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as a Member at the office of the Association or at such other place within the Total Property as the Board shall prescribe.

(b) **Rules for Inspection.** The Board shall establish reasonable Rules with respect to:

- (i) notice to be given to the custodian of the records;
- (ii) hours and days of the week when such an inspection may be made; and
- (iii) payment of the cost of reproducing copies of documents requested.

(c) **Inspection by Directors.** Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and a copy of relevant documents at the expense of the Association.

Section 5. Notices. Unless otherwise provided in these By-Laws, all notices, demands, bills, statements, or other communications under these By-Laws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States Mail, first class postage prepaid:

(a) if to a Member or Neighborhood Representative, at the address which the Member or Neighborhood Representative has designated in writing and filed with the Secretary or, if no such address has been designated, at the address of the unit of such Member or Neighborhood Representative; or

(b) if to the Association, the, Board of Directors, or the managing agent, at the principal office of the Association or the managing agent, if any, or at such other address as shall be designated by notice in writing to the Members pursuant to this Section;

(c) and alternatively, if the notice is as to a Board meeting or committee meeting, such notice may be accomplished as to the Owners or Neighborhood Representatives by posting such notice in a conspicuous place in the community, or by publication, and

alternatively, if the notice is as to a Member meeting, such notice may be accomplished by publication and posting such notice in a conspicuous place in the community.

Section 6. Supermajority votes. The following actions shall require the affirmative vote or written consent, or any combination thereof, of two-thirds (greater than 66.66%) of the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of these Bylaws:

1. disposition of real property owned by the Association (except for disposition of a residential unit that was acquired by lien foreclosure);
2. the Association incurring any debt greater than Five Million Dollars (\$5,000,000.00), as set forth in Article III, Section B.4; and
3. amending these Bylaws, as set forth below in Section 7.

Section 7. Amendment. As set forth above in Section 6, these Bylaws may be amended only by affirmative vote or written consent, or any combination thereof, of two-thirds (greater than 66.66%) of the Neighborhood Representatives, after residents in their respective Neighborhoods have been polled, as provided in Article II, Section 8 of these Bylaws. Any amendment must be recorded in the Office of the Clerk of the Circuit Court of Palm Beach County.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting President of Ballenisles Community Association, Inc., a Florida corporation not for profit.

That the foregoing By-Laws constitute the Second Restated and Amended By-Laws of said Association, as duly adopted at a meeting of the Members thereof held on the ____ day of _____, 20__.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this ____ day of _____, 20__.

BALLENSLES COMMUNITY
ASSOCIATION, INC.

BY: _____
_____, President