

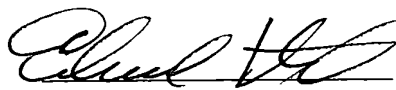


**CERTIFICATE OF SECOND AMENDED AND RESTATED BY-LAWS FOR  
 RIVER CLUB CONDOMINIUM OF MARTIN COUNTY, INC.**

I **HEREBY CERTIFY** that the Second Amended and Restated Articles of Incorporation for River Club of Martin County, Inc. attached as "Exhibit B" to this Certificate was duly adopted as an Amendment to the Amended and Restated By-Laws of River Club of Martin County, Inc. The Amended and Restated By-Laws is recorded in Official Records Book 1563, Page 890 of the Public Records of Martin County Florida. The original Articles of Incorporation were recorded in Official Records Book 463, Page 644 of the Public Records of Martin County, Florida.

DATED this 18 day of October, 2021

As to Witnesses:

  
 Witness

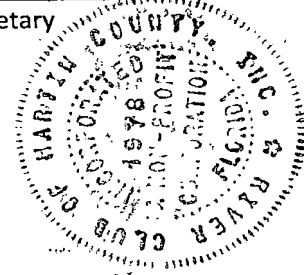
  
 Witness

By: John Mears  
 John Mears, President

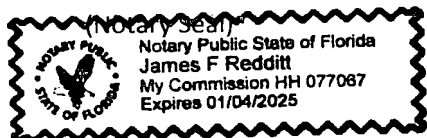
Attest: Karen Vertesch  
 Karen Vertesch, Secretary

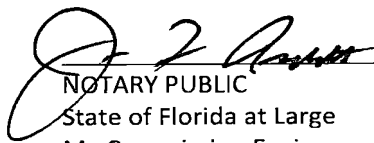
STATE OF FLORIDA )  
 COUNTY OF MARTIN )

(RC Seal)



The foregoing instrument was acknowledged before me this 18 day of October, 2021, by John Mears and Karen Vertesch, as President and Secretary of River Club Condominium Association, Inc. respectfully, freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation. They are personally known to me as identification and who did take an oath.



  
 NOTARY PUBLIC  
 State of Florida at Large  
 My Commission Expires: \_\_\_\_\_

**SECOND AMENDED AND RESTATED BY-LAWS  
OF  
RIVER CLUB OF MARTIN COUNTY, INC.**

At a meeting of the Board of Directors of River Club of Martin County, Inc. (sometimes hereinafter referred to as the "Association") held on July 14, 2021, the Board of Directors approved these Second Amended and Restated By-Laws of River Club of Martin County, Inc. by a vote of no less than a majority of all Directors approving. At a special meeting of the Members of the Association held on September 15, 2021, not less than a majority of the Association's unit owners approved these Second Amended and Restated By-Laws. These Second Amended and Restated By-Laws shall become effective when recorded in the Public Records of Martin County, Florida and shall amend, supersede, and replace the original By-Laws of River Club of Martin County, Inc., as they have been amended and restated from time to time, in their entirety.

Capitalized terms in these Second Amended and Restated By-Laws shall have the same meanings as defined in the Association's Second Amended and Restated Declaration of Condominium, as it may be amended from time to time.

A Corporation, not-for-profit under the Laws of the State of Florida

1. **IDENTITY.** These are the Second Amended and Restated By-Laws of RIVER CLUB OF MARTIN COUNTY, INC., called "Association" in these By-Laws, 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 22, 1978. The Association has been organized for the purpose of administering RIVER CLUB OF MARTIN COUNTY, a Condominium pursuant to Chapter 718, Florida Statutes, as amended from time to time, called "The Condominium Act" in these By-Laws, and is located upon the lands in Martin County, Florida, more particularly described in the Association's Declaration of Condominium.
  - 1.1. The office of the Association shall be at 1600 N.E. Dixie Highway, (Rio) Jensen Beach, Florida, 34957. The Association may change its office address from time to time without the need to amend these By-Laws.
  - 1.2. The fiscal year of the Association shall be the calendar year.
  - 1.3. The seal of the corporation shall bear the name of the corporation, the word "Florida," the words "Non-Profit Corporation" and the year of incorporation.
2. **MEMBERS.**
  - 2.1. **ROSTER OF MEMBERS.** The Association shall maintain a roster of members in its official records as required by Fla. Stat. §718.111(12).
  - 2.2. **ANNUAL MEETING.** The annual members' meeting shall be held in January of each year at a time, date, and location as determined by the Board of Directors for the purpose of electing Directors and transacting any other business authorized to be transacted by the members.

- 2.3. SPECIAL MEMBERS' MEETINGS shall be held in Martin County, Florida and shall be scheduled to occur whenever called by the President or by a majority of the Board of Directors. Special Members' Meetings must be called upon receipt of a written request from fifteen (15%) percent of the members of the Association. The business conducted at a special members' meeting shall be limited to that stated in the notice of the meeting or meeting agenda.
- 2.4. NOTICE OF A MEMBERS' MEETING stating the time and place and the purpose for which the meeting is called shall be given by the Association. A copy of the notice shall be posted at a conspicuous place on the Condominium Property and a copy shall be mailed to unit owners at their mailing addresses as reflected in the Association's records or may be sent via email to unit owners who have consented in writing to the Association using email as an official form of notification. The posting and mailing of the notice shall be effected not less than fourteen (14) days prior to the date of the meeting. Proof of posting and mailing of the notice shall be provided by the affidavit of the person serving the notice. Notice of a meeting may be waived in writing before or after the meeting. Providing notices of meetings is a task that may be delegated by the Board of Directors to a licensed community association manager.
- 2.5. A quorum at members' meetings shall consist of persons entitled to cast one-third 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 Condominium Act, Declaration of Condominium, Articles of Incorporation, or these By-Laws.
- 2.6. VOTING.
- a. Unit owners, as defined within the Declaration of Condominium, shall be entitled to cast one vote for each unit owned by them.
  - b. If a unit is owned by one person, his or her right to vote shall be established by the roster of members. If a unit is owned by more than one person, any owner may cast a vote for the unit provided that only one vote is cast in connection with the unit. If a condominium unit is owned in trust, any trustee of the trust may cast a vote for the unit provided that only one vote is cast in connection with the unit. If a condominium unit is owned by a partnership, any partner of the partnership may cast a vote for the unit provided that only one vote is cast in connection with the unit. If a condominium is owned by a corporation, any officer of the corporation may cast a vote for the unit provided that only one vote is cast in connection with the unit. If a condominium unit owned by a limited liability company, any member or manager of the limited liability company may cast a vote for the unit provided that only one vote is cast in connection with the unit. In the event that multiple votes are cast in connection with the same unit on a matter called up for membership consideration, all of the votes cast must be disregarded.
- 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. Voting in the election of Directors may not be by proxy.

2.8. **ADJOURNED MEETINGS.** 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 and 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

3. **DIRECTORS.** The affairs of the Association shall be managed by a Board of Directors consisting of five Directors who are members of the Association. The election of Directors shall be conducted pursuant to the requirements of The Condominium Act, as amended from time to time, and Florida law. Any Director may be recalled as provided for by law. Vacancies in the Board of Directors may be filled by appointment made by a majority of the remaining Directors then serving. A person appointed to serve as a Director to fill a vacancy shall serve for the remainder of the unexpired term or until his or her successors are duly elected.

3.1 **STAGGERED TERMS.** At the election in January 2001, two (2) Directors will be elected for a three (3) year term. In January 2002, two (2) Directors will be elected for a three (3) year term. In January 2003, one (1) Director will be elected for a three (3) year term. Thereafter, all Directors shall be elected for three (3) year terms, and the staggering of Director terms shall continue forward following the pattern established between 2001 and 2003.

3.2. The organizational meeting of a newly-elected Board of Directors to elect Officers and conduct other business shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected.

3.3. 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. Regular meetings of the Board of Directors shall be noticed and conducted in accordance with the requirements of The Condominium Act.

- 3.4. Special meetings of the Board of Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Notice of the meeting shall be provided to each Director personally or by mail, telephone, or email which notice shall state the time, place, and purpose of the meeting, and shall be transmitted not less than three (3) days prior to the meeting. Special meetings of the Board of Directors shall be noticed and conducted in accordance with the requirements of The Condominium Act.
- 3.5. Waiver of Notice. Any Director may waive notice of a meeting before, during or after the meeting and that waiver shall be deemed equivalent to the giving of notice.
- 3.6. A quorum at a Directors' meetings shall consist of a majority of the Directors then serving. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the action of the Board of Directors, except when approval by a greater number of Directors is required by The Condominium Act, Declaration of Condominium, Articles of Incorporation, or these By-Laws.
- 3.7. Adjourned meetings. At any meeting of the Board of Directors where less than a quorum of Directors is 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 could have been transacted at the meeting as originally called may be transacted at the adjourned meeting without further notice.
- 3.8. Joinder in meeting by approval of minutes. The joinder of a Director in the action of meeting by signing and concurring in the minutes of that meeting shall constitute that presence of that Director for the purpose of determining a quorum.
- 3.9. The presiding officer of Directors' meetings shall be the President. In the absence of the President, the Directors present shall designate one of the other Officers to preside.
- 3.10. The order of business at Directors' meetings shall be:
- a. Calling of Roll
  - b. Proof of Due Notice of Meeting
  - c. Reading and Disposal of Any Unapproved Minutes
  - d. Reports of Officers and Committees
  - e. Election of Officers
  - f. Unfinished Business
  - g. New Business
  - h. Adjournment
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 By-Laws 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. The Board of Directors shall have the discretion to delegate responsibilities and duties to a licensed community association manager when desired.

**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, a 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. He or she shall have all of the powers and duties that are usually vested in the office of President of the 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 or she in his or her 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. He or she also shall assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors. In the event that the President resigns or otherwise becomes ineligible to continue to serve, the Vice-President shall not automatically become the President.
- 5.4. The Secretary, or his or her delegee, shall keep the minutes of all proceedings of the Directors and the members. He or she, or his or her delegee, shall attend to the serving of all notices to the members and Directors and other notices required by law. He or she shall have custody of the seal of the Association and shall affix it to instruments requiring a seal when duly signed. He or she 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 the Association and as may be required by the Directors or by 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 access to all of the property of the Association, including funds, securities, accounting records, and evidence of indebtedness. He or she, or his or her delegee, shall keep books of account for the Association in accordance with generally accepted accounting principles, which together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. He or she 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.
6. **BUDGET.** The Board of Directors shall adopt a budget for each calendar year as required by law.
- 6.1. The Board of Directors shall hold a budget meeting in accordance with the requirements of The Condominium Act.

- 6.2. **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 20th 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 twelve equal assessments, one of which shall be due on the first day of each calendar month of the year for which the assessments are made. If assessments are not made annually as required, the budget for the prior year shall carry over and assessments shall continue to come due in an amount equivalent to the amount charged in the previous year until changed. 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 Board of Directors may 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 amount of amended budget that exceeds the limit upon increases for the year shall be subject to the approval of the membership of the Association as previously required in these By-Laws.
- 6.3. **ASSESSMENTS FOR EMERGENCIES.** Assessments for Common Expenses caused by emergencies that cannot or, in the judgment of the Board of Directors, should not be paid from monies in the Association's operating account shall be due only after thirty (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.
- 6.4. 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 signatories as are authorized by the Board of Directors.
- 6.5. The Association shall undertake financial reporting as required by Fla. Stat. §718.111(13), as amended from time to time.
- 6.6. Fidelity bonds shall be required as set forth in Fla. Stat. §718.111(11)(h), as amended from time to time.
7. **PARLIAMENTARY RULES.** Robert's' 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 By-Laws.
8. **AMENDMENTS.** Except as elsewhere provided otherwise, these By-Laws 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. An amendment may be proposed by either the Board of Directors or by members constituting fifteen (15%) percent of the total membership of the Association. An amendment shall be adopted, if approved, as follows:

- a. by a vote of a majority of the entire membership of the Board of Directors and a majority of the votes of the entire membership of the Association; or
- b. by a vote of two-thirds (2/3's) of the entire membership of the Association; or
- c. the membership approval required above may be obtained by written consent as provided for by law in lieu of a vote at a members' meeting.

8.3. PROVISIO. No provision of these By-Laws shall be revised or amended by reference to its title or number only. Proposals to amend existing By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of the By-Laws. See By-Law . . . . . for present text." Nonmaterial errors or omissions in the process of amending these By-Laws process shall not invalidate an otherwise properly promulgated amendment.

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 By-Laws, which certificate shall be executed by 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 Martin County, Florida.



Exhibit B

The foregoing were adopted as the Second Amended and Restated By-Laws of RIVER CLUB OF MARTIN COUNTY, INC. a corporation not-for-profit under the Laws of the State of Florida on September 15, 2021.

IN WITNESS WHEREOF, the undersigned have executed these Second Amended and Restated Bylaws.

WITNESSES:

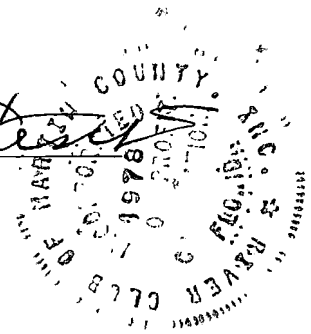
*[Handwritten signatures of witnesses]*

RIVER CLUB OF MARTIN COUNTY, INC.

By: *John Mears*  
John Mears, President

ATTEST:

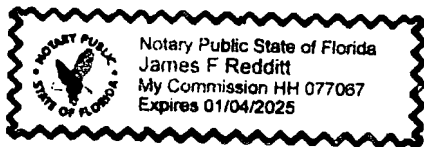
By: *Karen Vertesch*  
Karen Vertesch, Secretary



STATE OF FLORIDA }  
                                  }  
COUNTY OF MARTIN }

The foregoing instrument was acknowledged before me by means of physical presence this 18 day of October, 2021, by John Mears, as President of River Club of Martin County, Inc. and by Karen Vertesch, as Secretary of River Club of Martin County, Inc. on behalf of the corporation. They are personally known to me OR produced identification. [] Personally Known or [] Produced Identification.

Type of Identification produced, if applicable:



(Seal)

*James F. Redditt*  
Notary Public  
My Commission Expires: