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 Sharon R. Bock, CLERK & COMPTROLLER
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Prepared by and return to:
 HILLEY & WYANT-CORTEZ, P.A.
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WILL CALL BOX #45

**RESOLUTION OF THE BOARD OF DIRECTORS
 OF INDEPENDENCE HOMEOWNERS ASSOCIATION, INC.
 AMENDING AND RESTATING ITS BY-LAWS**

WHEREAS, Independence Homeowners Association, Inc. ("Independence" or "Association") is a Florida corporation not-for-profit as filed with the Secretary of State on December 2, 2002, and whose Charter Number is N02000009361, and

WHEREAS, Independence Homeowners Association, Inc. is a homeowners association operating pursuant to Chapters 617 and 720, Florida Statutes and that certain Declaration of Covenants, Conditions and Restrictions as recorded in the Public Records of the Clerk of the Circuit Court in and for Palm Beach County, Florida, at Official Record Book 17865, Page 0661, and as thereafter amended, and

WHEREAS, a quorum of the Board of Directors was present at that certain regular board meeting held on August 25, 2010, and

WHEREAS, at least a majority of the Board of Directors present affirmatively voted to pass the attached Amended and Restated By-Laws for Independence, and therefor

IT IS HEREBY, RESOLVED, that the attached Amended and Restated By-Laws for INDEPENDENCE HOMEOWNERS ASSOCIATION, INC. were passed by the requisite requirements pursuant to said original Association By-Laws recorded at Official Record Book 17865, Pages 705 to 710, Public Records of Palm Beach County, Florida.

In WITNESS WHEREOF, INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, has caused this resolution of board approval of the attached Amended and Restated By-Laws for INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., to be executed this 27th day of August, 2010.

Signed, sealed and delivered
 the presence of:

[Signature]
 Witness to President

[Signature]
 Witness to President

[Signature]
 Witness to Secretary

[Signature]
 Witness to Secretary

INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., In

By: [Signature]
 Maria Valentin, President

ATTEST: [Signature]
 , Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

The foregoing instrument was acknowledged before me this 27 day of August, 2010 by Maria Valentin, the President of INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation on behalf of the corporation, who are personally known OR have produced _____ as identification and who have not taken an oath.

Elaine Rivas

Notary Public

My Commission Expires: (SEAL)



ELAINE RIVAS
MY COMMISSION # DD 948938
EXPIRES: April 26, 2014
Bonded Thru Budget Notary Services

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

The foregoing instrument was acknowledged before me this 27th day of August, 2010 by _____, the Secretary, respectively of INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation on behalf of the corporation, who are personally known OR have produced _____ as identification and who have not taken an oath.

Elaine Rivas

Notary Public

My Commission Expires: (SEAL)



ELAINE RIVAS
MY COMMISSION # DD 948938
EXPIRES: April 26, 2014
Bonded Thru Budget Notary Services

**AMENDED AND RESTATED BY-LAWS OF
INDEPENDENCE HOMEOWNERS ASSOCIATION, INC.**

**The By-Laws of the Association recorded at
Official Record Book 17865, Pages 705 to 710,
Public Records of Palm Beach County, Florida
are hereby replaced in WHOLE as follows:**

1. **NAME AND LOCATION.** The name of the corporation is INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the Association or INDEPENDENCE. The principal office of the corporation shall be located within Palm Beach County, Florida at the address listed on the annual corporate report filed with the Florida Secretary of State, Division of Corporations, which can be changed from time to time.
2. **DEFINITIONS.** The term Declaration shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for INDEPENDENCE recorded in the Public Records of Palm Beach County, Florida, and amendments thereto applicable to the real property located in Palm Beach County, Florida, more particularly described in Plat Book 105, Pages 62-68, Public Records of Palm Beach County, Florida (the Property).

The term Common Property, Lot, Owner, Director and Member shall have the same meanings as described and defined in the Declaration. The term Articles shall mean and refer to the Articles of Incorporation of the Association.

3. **MEETINGS OF MEMBERS**
 - A. **Annual Meetings.** The regular annual meeting of the Members shall be held in September of each year at the discretion of the Board of Directors.
 - B. **Special Meetings.** Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote at least one-fourth (1/4) of all of the votes of the Membership. Business conducted at any special meeting shall be limited to the purposes and matters described in the notice thereof.
 - C. **Notice of Meetings.** Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
 - D. **Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty (20%) percent of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, The Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than

announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

- E. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and, if not revoked, shall terminate ninety (90) days from the date of the proxy. No holder of a proxy shall have any greater voting rights than the person giving the proxy. To be valid, a proxy must be dated, state the date, time and location of the meeting for which it is given, and must be signed by the person giving the proxy. A proxy shall be valid only for the meeting described in the proxy, including any adjournments or reconvening thereof.
- F. Location. Meetings of Members shall be held within Palm Beach County, Florida.

4. DIRECTORS

- A. Number. The Association shall be governed by a board of five (5) Directors. Any Director who becomes more than thirty (30) days delinquent in the payment of any regular or special assessments shall be deemed to have resigned from their position as a Director and/or Officer of the Association. The remaining Directors shall appoint a qualified individual to fill the vacated position by majority vote.
- B. Qualifications. In addition to anything else in the Governing Documents and/or Florida Statutes, it shall be a requirement that a director be a Member in good standing of the Association as a qualification for such office, including a qualification to run to be a Director. Further, only one (1) person per household, marriage or unit/lot/home shall be allowed to serve on the Board of Directors at any time.
- C. Term of Office. At each annual meeting the Members shall elect the Directors for a term of one year.
- D. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining Directors and shall serve for the unexpired term of the predecessor.
- E. Compensation. No director shall receive compensation for any service such director may render to the Association for the performance of the director's duties. However, any director may be reimbursed for the actual expenses incurred by the Director in the performance of the director's duties.

5. NOMINATION AND ELECTION OF DIRECTORS

- A. Nomination. Nomination for election as a Director may be made from the floor at the annual meeting.
- B. Intent to Run. The Association may, at the sole discretion of a majority of the then current board of directors, provide the membership with a notice of Intent to Run as a director. Said notice should comply with Florida Statutes.
- C. Election. Election to the Board of Directors shall be by vote of the Members, either by in person at the meeting or by proxy. Each Member may cast one vote with

respect to each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted. Should there be a tie for the last vacancy, a runoff election shall be required.

6. MEETINGS OF DIRECTORS.

- A. Regular Meetings. Regular meetings of the Directors shall be held at such place and time at the sole discretion of the Board of Directors.
- B. Special Meetings. Special meetings of the Directors shall be held when called by the president of the Association or by any two Directors.
- C. Notice. Notice of all meetings of the Directors shall be posted at a conspicuous place within the INDEPENDENCE community at least forty-eight (48) hours prior to the meeting. Alternatively, if notice is not posted at a conspicuous place within the community, then notice of each meeting of the Board of Directors shall be mailed or delivered to each Member at least seven (7) days prior to the meeting. In lieu of the notice required by this Paragraph, the Directors may establish a schedule of regular meetings over periods not to exceed one (1) year. Each such schedule shall be mailed or delivered to each Member at least seven (7) days prior to the time scheduled for the first such meeting.
- D. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Directors.
- E. Business at Meetings. No assessment of any kind may be levied at a meeting of the Directors unless the proposed assessment is described in the notice of the meeting and the proper statutory notice is given to the members, if any. Each Member shall have the right to be present at any meeting of the Directors.
- F. Scope. The provisions of this Paragraph shall apply to each committee or other similar body acting at the direction of or on behalf of the Directors.

7. POWERS AND DUTIES OF THE DIRECTORS.

- A. Powers. The Directors shall have the power to:
 - (i) adopt and publish rules and regulations governing the use of the Common Property and the personal conduct of the Members and their guests thereon and to establish fines for the infraction thereof;
 - (ii) suspend the right to use the Common Property (except for ingress and egress) of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice of not less than 14 days and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
 - (iii) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these By-Laws, the Articles or the Declaration;

- (iv) declare the office of a Director to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Directors;
- (v) appoint a Director to fill the office of any Director who ceases to serve as such for any reason other than the expiration of the term of the Director, such appointment to be effective for the unexpired term of the Director so replaced;
- (vi) appoint the officers of the Association, as provided herein and in the Declaration; and
- (vii) employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties.

B. Duties. It shall be the duty of the Directors to:

- (i) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members;
- (ii) supervise all officers, agents and employees of this Association and to see that their duties are property performed;
- (iii) as more fully provided in the Declaration, to:

(a) fix the amount of the annual assessment against each Lot at least thirty (30) days In advance of each annual assessment period;

(b) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(c) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer or agent to issue, upon demand by a qualified person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board or its agent for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment except as otherwise stated on said certificate;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Property to be maintained.

- (iv) as more fully provided in the Declaration, and subject to the provisions hereof,

- (a) determine the amount of regular and special assessments against each Lot, and
- (b) provide notice to each Owner of any special assessment or change in any regular assessment.

8. OFFICERS AND THEIR DUTIES.

A. Enumeration of Offices. The officers of the Association shall be a president and vice-president, who shall at all times be Directors, a secretary, and a treasurer and such other officers as the Board may from time to time by resolution create.

B. Election of Officers. The election of officers shall take place at the first meeting of the Directors following each annual meeting of the Members.

C. Terms of Officers. The officers of the Association shall be elected annually by the Directors and each shall hold office for one (1) year unless such officer shall sooner resign, be removed, or otherwise disqualified to serve.

D. Special Appointments. The Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Directors may, from time to time, determine.

E. Resignation and Removal. Any officer may be removed from office with or without cause by a majority of Directors. Any officer may resign at any time by giving written notice to the Directors, the president or the secretary. Such resignation shall take effect on the date of 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.

F. Vacancies. A vacancy in any office may be filled by appointment by a majority Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer who has vacated the office.

G. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section D of this Paragraph.

H. Duties. The duties of the officers are as follows:

(i) President. The president shall preside at all meetings of the Directors; shall see that orders and resolutions of the Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(ii) Vice-President. The vice-president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required by the Directors.

(iii) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Directors and of the Members; keep appropriate current records showing the Members of

the Association together with their addresses, and shall perform such other duties as required by the Directors.

(iv)Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association's books to be made by a public accountant at the completion of each fiscal year and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting and deliver a copy of each to the Members.

An officer may assign their duties to an agent of the Association including, but not limited to, the Association's property manager or attorney.

9. ARCHITECTURAL REVIEW.

A. Applications. Any Owner seeking to make any alteration or improvement, as is more fully described in the Declaration, shall submit a written application for approval of same to the Directors. The application shall include plans, specifications and other information as may be required by the Directors, and shall be accompanied by any fees for such application as may be set by the Directors.

B. Meetings. The Directors shall consider applications by Owners for approval of alterations or improvements at duly constituted meetings of the Directors but in no event later than thirty (30) days from the date any request is made. A special meeting of the Directors may be called for such purpose. Consideration of an application may be continued by the Directors for a period of time not in excess of thirty (30) days if additional information is reasonably required pertaining to the request for approval. Consideration of an application may also be continued at the request of the Owner making the application, upon such conditions as the Directors may approve.

C. Decisions. Decisions on requests for approval of alterations or Improvements shall be made by a majority of the Directors, and a record shall be made thereof. In the event that the Directors fail to vote on the application at a meeting commenced within thirty days of the date of receipt of the application, or at a continuation thereof, then the application shall be deemed approved, but no such approval shall be deemed to authorize any Improvement prohibited, restricted or limited by the Declaration.

10. BOOKS AND RECORDS. The Association shall keep its Official Records as provided by law. The Official Records, including minutes of meetings of Members and directors, books, records, papers and any other documents required to be kept by the Association shall at all times, during reasonable business hours, be subject to inspection by any Member who has made request for same pursuant to Florida Statutes. The Declaration, the Articles and the By-Laws of the Association shall be available for inspection by any Member who has made request for same pursuant to Florida Statutes, at the principal office of the Association or such other place designated by the Board of Directors, where copies may be purchased at reasonable cost.

11. ASSESSMENTS. As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Any assessments which are not

paid when due shall be delinquent. If any assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest at the highest rate allowed by law per annum, and the Association may bring an action at law against the Member personally obligated to pay the same and/or foreclose the lien against the property, and interest, late fees, costs and reasonable attorney's fees of any such actions shall be added to the amount of such assessment. No Member may waive or otherwise escape liability for the assessments provided for herein by non use of the Common Property, abandonment of the Member's Lot, or by offset for any liability claimed by the Member against the Association.

12. AMENDMENTS.

A. These By-Laws may be amended by the Directors.

B. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

13. MISCELLANEOUS. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly appointed president of Independence Homeowners Association, Inc., a Florida corporation; and, that the foregoing By-Laws constitute the Amended and Restated By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 25th day of August, 2010.

Dated: August 27, 2010

Signed, sealed and delivered
the presence of:

Shif Wj
Witness to President

Susan M Jorw
Witness to President

Shif Wj
Witness to Secretary

Susan M Jorw
Witness to Secretary

INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., In

By: Maria Valentin
Maria Valentin, President

ATTEST: [Signature]
, Secretary

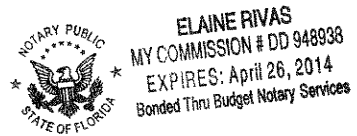
STATE OF FLORIDA
COUNTY OF PALM BEACH

) ss:

The foregoing instrument was acknowledged before me this 27 day of August, 2010 by Maria Valentin, the President of INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation on behalf of the corporation, who are personally known OR have produced _____ as identification and who have not taken an oath.

Elaine Rivas

Notary Public
My Commission Expires: (SEAL)



STATE OF FLORIDA
COUNTY OF PALM BEACH

) ss:

The foregoing instrument was acknowledged before me this 27 day of August, 2010 by _____, the Secretary, respectively of INDEPENDENCE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation on behalf of the corporation, who are personally known OR have produced _____ as identification and who have not taken an oath.

Elaine Rivas

Notary Public
My Commission Expires: (SEAL)

