

PROPOSED AMENDMENTS TO THE
BYLAWS OF
THE RIVER NORTH HOMEOWNERS ASSOCIATION, INC.

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

1. Proposed amendment to Section 3.6 as follows:

A quorum of the membership shall consist of thirty percent (30%) ~~one-third (1/3)~~ of those persons entitled to cast the votes of the entire Membership, except with respect to the election of Directors, in which event a quorum shall consist of twenty-five percent (25%) of the eligible voters in the Association casting a ballot in such election. A member may join in the action of a meeting by signing and concurring in the minutes thereof and such a signing shall constitute the presence of such parties for the purpose of determining a quorum. When a quorum is present at any meeting and a question which raises the jurisdiction of such meeting is presented, the holders of a majority of the voting rights present in person or represented by a written "Proxy" (as hereinafter defined) shall be required to decide the question. However, if the question is one upon which, by express provision of the Declaration, requires a vote other than the majority vote of a quorum, then such express provision shall govern and control the required vote on the decision of such question.

2. Proposed amendment to Section 3.9 as follows:

Voting rights of Members shall be as stated in the Declaration and the Articles. Such votes may be cast in person or by proxy, except, with respect to the election of Directors, votes shall only be cast by ballot in accordance with Section 4.2 of these Bylaws. "Proxy" is defined to mean an instrument containing the appointment of a person who is substituted by a Member to vote for him and in the Member's place instead. Proxies shall be in writing and shall be valid only for the particular meeting designated therein and in any adjournments thereof if so stated. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. A Proxy must be filed with the Secretary before the appointed time of the meeting in order to be effective. Any Proxy may be revoked prior to the time a vote is cast according to such Proxy. Proxies may not be utilized in the election of Directors.

3. **Proposed amendment to Section 4.2 as follows:**

The provisions of the Articles setting forth the selection, designation, election and removal of Directors are hereby incorporated herein by reference. Not less than sixty (60) days before the date of the annual meeting the Association shall mail or deliver to each member of the Association the first notice of the date of the election of the Board of Directors. Such first notice shall contain the name and mailing address of the Association and a request that any person eligible to serve on the Board of Directors under these Bylaws and the Articles of Incorporation must submit, in writing, a notice to the Association of his/her intent to be a candidate for the Board of Directors. Such notices of intent must be received by the Association not less than forty (40) days before the date of the election. Any notice of intent may be accompanied by an information sheet submitted by the candidate regarding himself or herself, such information sheet to be no larger than 8-1/2 inches by 11 inches. The Association shall not be liable for the content of any information sheets prepared and furnished by any candidate. In order to reduce costs, the Association may print or duplicate the information sheets on both sides of the paper. If required by applicable law, nominations shall also be taken from the floor at the election meeting. The second notice of the election and annual meeting shall be mailed or delivered to each Owner in accordance with Section 3.4 of these Bylaws. Such notice shall contain a mail-in ballot for the election of Directors and any information sheets timely submitted by the candidates. The written ballot shall indicate in alphabetical order by surname, each and every Owner or other eligible person under these Bylaws and the Articles of Incorporation who gave timely written notice to the Association of his or her intent to be a candidate for the Board of Directors, unless such person has, prior to the mailing of the ballot, withdrawn his or her candidacy in writing. The ballot shall not indicate which candidates are incumbents on the Board of Directors. Accompanying the ballot shall be an outer envelope addressed to the person or entity authorized to receive the ballot for each Townhouse Lot and a smaller inner envelope in which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the Owner, and the address of the Townhouse Lot being voted, and shall contain a space for the signature of the Owner. The completed ballot shall be placed in the inner smaller envelope and the envelope sealed and placed within the outer envelope which should then be sealed, signed by the Owner, and returned to the Association by mail or hand delivery at or prior to the election. Ballots, inner ballot envelopes and outer envelopes shall be available at the election meeting for Owners desiring to vote in person. Votes may not be cast by proxy in the election of Directors. A quorum of the membership for the purpose of conducting the election of Directors

only shall be the receipt of ballots from Owners representing at least twenty-five percent (25%) of all the Townhouse Lots.

At the election meeting, additional nominations shall be taken from the floor if required by law. Subsequently, ballots not yet cast shall be collected. The ballots and envelopes shall be handled as stated below by an impartial committee appointed by the Board of Directors. The members of such committee shall not include any current Board members, officers or candidates for the Board, or the spouse or immediate family members of any such parties. The committee shall check the signature and Townhouse Lot identification on the outer envelope against a list of Owners. Any exterior envelope not signed by the Owner shall be marked "disregarded" or with words of similar import, and any ballots contained therein shall not be counted. The voters shall be checked off on the list as having voted. In the presence of any Owners in attendance at the meeting, all inner envelopes shall be first removed and separated from the outer envelopes. Upon the commencement of the opening of the outer envelopes, the polls shall be closed, and no more ballots shall be accepted. The inner envelopes shall then be opened and the ballots shall be removed and counted in the presence of the Owners. Any inner envelope containing more than one ballot shall be marked "disregarded", or with words of similar import, and any ballots contained therein shall not be counted. The business of the meeting may continue while the committee is performing the tasks described above.

The candidates receiving a plurality of the votes cast shall be elected. In the event of a tie vote between two or more candidates, a runoff election shall be held. Within seven (7) days of the date of the election at which the tie vote occurred, the Association shall mail or deliver to the Townhouse Lot Owners a notice of the runoff election and such election must be held not less than fourteen (14) nor more than thirty (30) days after the date of the election at which the tie vote occurred. The only candidates eligible for the runoff election are the candidates who received the tie vote at the previous election.

This instrument was prepared by:
PETER C. MOLLENGARDEN, ESQUIRE,
Becker & Poliakoff, P.A.
500 Australian Avenue South
9th Floor
West Palm Beach, FL 33401
(W-C112)

**CERTIFICATE OF RECORDATION OF THE
BYLAWS OF
THE RIVER NORTH HOMEOWNERS ASSOCIATION, INC.**

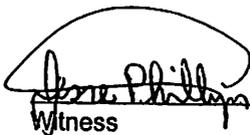
WHEREAS, the Declaration of Covenants and Restrictions for The River North has been duly recorded in the Public Records of Palm Beach County, Florida, in Official Record Book 4869 at Page 966; and

WHEREAS, the Bylaws of The River North Homeowners Association, Inc., are being recorded herewith.

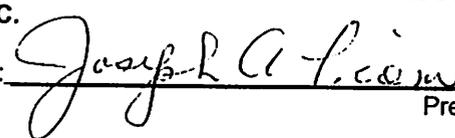
NOW, THEREFORE, the undersigned hereby certify that the following is a true and correct copy of the Bylaws of The River North Homeowners Association, Inc.:

(See Attached Hereto)

WITNESS my signature hereto this 8th day of November, 2001, at Jupiter, Palm Beach County, Florida.

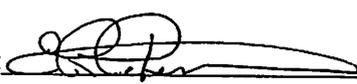

Witness

THE RIVER NORTH HOMEOWNERS ASSOCIATION,
INC.

By: 
President

Jesse Phillips
(PRINT NAME)


Witness

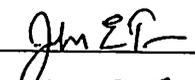
Attest: 
Secretary

Lynn WENZEL
(PRINT NAME)

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 8th day of November 2001, by JOSEPH TIANO and RAYMOND PETERSON, as PRESIDENT and VICE PRESIDENT respectively, of The River North Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They (are personally known to me) or have produced _____ as identification and did take an oath.

 (Signature)
JOHN E. TURNER (Print Name)



John E. Turner
Commission # CC 962435
Expires Aug. 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public, State of Florida at Large