

Prepared by & Return to:
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**CERTIFICATE OF AMENDMENT TO THE DECLARATION OF CONDOMINIUM AND
AMENDED AND RESTATED BYLAWS OF LONGBOAT HARBOUR, A CONDOMINIUM**

THIS CERTIFICATE OF AMENDMENT is executed this 14th day of February, 2005, by **LONGBOAT HARBOUR OWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation (hereinafter "Association").

RECITALS

WHEREAS, the Association has been established for the operation of Longboat Harbour, a Condominium, in accordance with the Declaration of Condominium of Longboat Harbour recorded in November of 2000 in Official Records Book 1656, Page 6425 of the Public Records of Manatee County, Florida, as amended from time to time ("Declaration"); and,

WHEREAS, an amendment to Section 14.1 of Article 14 of the Declaration entitled "Transfers Subject to Approval" was submitted to the Members of the Association at an Annual Meeting of the Members held on January 10, 2005, which Annual Meeting was duly noticed in accordance with Article 4 of the Association's Amended and Restated Bylaws; and,

WHEREAS, an amendment to Section 14.2 of Article 14 of the Declaration entitled "Prohibited Transfers" was submitted to the Members of the Association at an Annual Meeting of the Members held on January 10, 2005, which Annual Meeting was duly noticed in accordance with Article 4 of the Association's Amended and Restated Bylaws; and,

WHEREAS, not less than two-thirds (2/3) of the voting interests voted to approve the proposed amendment to Sections 14.1 and 14.2 of Article 14 of the Declaration;

WHEREAS, an amendment to Section 5.16 of Article 5 of the Amended and Restated Bylaws entitled "Operating Committee: Other Committees" was submitted to the Members of the Association at an Annual Meeting of the Members held on January 10, 2005, which Annual Meeting was duly noticed in accordance with Article 4 of the Association's Amended and Restated Bylaws; and,

WHEREAS, not less than two-thirds (2/3) of the voting interests voted to approve the proposed amendment to Sections 5.16 of the Amended and Restated Bylaws;

NOW THEREFORE, the Association does hereby state as follows:

1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. All present and future Members of the Association shall be bound by the amendments to Sections 14.1 and 14.2 of Article 14 of the Declaration and Section 5.16 of Article 5 of the Amended and Restated Bylaws as follows:

New language is indicated by underscoring type.

Deleted language is indicated by ~~struck-through~~ type.

Section 14.1 of Article 14 of the Declaration is revised as follows:

- 14.1 No Unit Owner may lease or dispose of a Unit or any interest therein by sale; provided an Owner may transfer or lease a unit to his or her spouse, another member of the Association, or to not more than two (2) a trustee(s) if the Owner, his or her spouse or not more than two (2) lineal descendants are the sole beneficiaries, without the prior approval of the Association. The Association may delegate its authority to a director, a committee or a managing agent.

Section 14.2 of Article 14 of the Declaration is revised as follows:

- 14.2 Corporations (except the Association and institutional lenders as provided in Section 20.3 hereof), partnerships and other non-natural entities are prohibited from acquiring title to a unit or leasing a unit. Units may only be sold or leased to not more than two (2) natural persons, individually or as trustees of permitted trusts, which permitted trusts are defined in Section 14.1 above. Provided however, no person may singularly or jointly acquire title to more than two units at the same time.

All other Sections and Articles remain unchanged.

Section 5.16 of Article 5 of the Amended and Restated Bylaws is revised as follows:

- 5.16 An Operating Committee may be created consisting of three (3) to five (5) Association Members, designated by the President and approved by the Board of Directors pursuant to the following procedure. The President shall designate the Chairman of the Operating Committee from among the Directors. If the Board of Directors determines that the Operating Committee shall consist of three (3) Association Members, then such Chairman shall then recommend two (2) other Association Members for designation by the Association President, and approval by Board of Directors; at least one (1) of the two (2) recommendations of the Chairman shall also be a Director of this Association. If the Board of Directors determines that the Operating Committee shall consist of four (4) Association Members, then such Chairman shall then recommend three (3) other Association Members for designation by the Association President, and approval by Board of Directors; at least one (1) of the three (3) recommendations of the Chairman shall also be a Director of this Association. If the Board of Directors determines that the Operating Committee shall consist of five (5) Association Members, then such Chairman shall then recommend four (4) other Association Members for designation by the Association President, and approval by Board of Directors; at least two (2) of the four (4) recommendations of the Chairman shall also be a Director of this Association. Any Operating Committee member who is not a Director shall have the same status as a Director and the same indemnification as the Director, in carrying out his or her duties upon the Operating Committee. In case of a vacancy upon the Operating Committee, the vacancy shall be filled through the same procedure, and subject to the same restrictions as set forth herein. . .

The remainder of Section 5.16 of Article 5 and all other Articles remain unchanged.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 14th day of February, 2005.

WITNESSES:

LONGBOAT HARBOUR OWNERS
ASSOCIATION, INC.,
a Florida not for profit corporation

Jessical Ann Scotti
Print Name: Jessica Scotti

By: Hank B. Airth
Hank Airth, President

John Schaedel John Schaedel
Print Name: Jessica Scotti

Jessical Ann Scotti
Print Name: Jessica Scotti

By: Scott A Williams
Scott A. Williams, Secretary

John Schaedel
Print Name: John Schaedel

(Seal of Corporation)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 14th day of February, 2005, by Hank Airth and Scott A Williams, as President and Secretary, respectively, of Longboat Harbour Owners Association, Inc., a Florida not-for-profit Corporation. They (who are personally known to me) (who have produced Drivers license as identification) and (did) (did not) take an oath.

Mary M Wroblewski
Signature of Notary Public

Print name _____

