

BYLAWS

OF

ISLAND CLUB RECREATION CENTER, INC.

ARTICLE I

NAME AND LOCATION

Section 1. The name of this corporation shall be ISLAND CLUB RECREATION CENTER, INC.

Section 2. Its principal place of business shall be located at 777 South Federal Highway Pompano Beach, Florida.

ARTICLE II

PURPOSE

Section 1. This corporation has been organized as a non-profit corporation, pursuant to the provisions of Chapter 617 Florida Statutes, for the purpose of operating and managing a Recreation Center for the use and benefit of its members in the City of Pompano Beach, Florida.

The corporation shall also operate and manage any bus transportation for its members as may be considered desirable by the Board of Directors.

The corporation shall also be responsible for maintaining any real property or improvements located thereon which may be owned by it subject to any easements or the obligation of holders of said easements to maintain any utilities located therein.

Section 2. ISLAND CLUB RECREATION CENTER, INC., a non-profit corporation, was duly incorporated in the Office of the Secretary of State of the State of Florida on the 11th day of February, 1971

ARTICLE III

MEMBERS

Section 1. All of the owners or holders of undivided 99-year leases issued by the owner of the fee simple title to the land upon which ISLAND CLUB RECREATION CENTER is located shall be members of this corporation. Upon recording of an Assignment of Lease or other instrument establishing a change of record title, to said lessees' interest in said lease, and the delivery to the corporation of a certified copy of said instrument, the new owner (lessee) designated by said instrument shall become a member of the corporation and the membership of the prior owner shall be thereby terminated.

In addition thereto, the officers, directors and employees of ISLAND CLUB OF POMPAÑO BEACH, INC. shall be non-voting members of the corporation upon certification by ISLAND CLUB OF POMPAÑO BEACH, INC. that the individuals named in said certificate are entitled to membership. No assessments shall be levied against any of the officers, directors or employees of ISLAND CLUB OF POMPAÑO BEACH, INC.

Section 2. Each member holding a leasehold interest in and to the Recreation Center shall be entitled to one vote in the affairs of the corporation.

Section 3. No other person or legal entity may be a member of the corporation or vote in its affairs.

ARTICLE IV

MEMBERS' MEETINGS

Section 1. The annual meeting of the members shall be held at 2:00 P.M., Eastern Standard Time on the third Wednesday in April of each year at the principal office of the corporation, or at such other place as may be set forth in the notice of said meeting, in Fort Lauderdale, Florida. At such meeting the members shall elect Directors to serve until the next annual meeting of the members, or until their successors should be duly elected and qualified, and for such other business as may be authorized to be transacted by the members.

The first annual meeting of the members shall be held on the third Wednesday in April of 1973.

The holding of the first annual meeting of the members may be accelerated prior thereto if desired by ISLAND CLUB OF POMPANO BEACH, INC., in its sole discretion.

Section 2. A special meeting of the members to be held at the same place as the annual meeting, or such other place in the City of Pompano Beach, Florida, as may be set forth in the notice of said meeting, may be called at any time by the President, or in his absence by the Vice-President, or by a majority of the Board of Directors. It shall be the duty of the Directors, President, or Vice-President, to call such a meeting whenever so requested by members holding thirty-three (33%) per cent or more of the voting rights in the corporation.

Section 3. Notice of the time and place of all annual and special meetings shall be mailed by the President or Vice-President or Secretary to each member not less than ten (10) days prior to the date of said meeting, to the address of said member as it appears upon the books of the corporation. A certificate of the officer mailing said notice shall be prima-facie proof that said notice was given.

Section 4. The President or, in his absence, the Vice-President, shall preside at all annual or special meetings of the members.

Section 5. A quorum for members' meetings shall consist of persons entitled to cast fifty-one (51%) per cent of the votes of the entire membership. In the event that a quorum is not present, the members present at any meeting, though less than a quorum, may adjourn the meeting to a future date.

The execution by any member of a copy of the Minutes shall constitute the presence of such member for the purpose of determining a quorum, and for the further purpose of validating all of the actions taken at said meeting.

Section 6. Votes may be cast in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary and entered of record in the Minutes of the meeting. No proxy shall be valid unless the same is executed by all members owning any interest in the recreation lease.

Section 7. Annual or special meetings of the members may be held at any time or place without notice, with the written consent of all of the members.

Section 8. In the event that any of the individual undivided 99-year leases is owned by more than one person, or by a corporation or other entity, the lessee shall execute and deliver to the Secretary of the Corporation a certificate duly signed by all of the Lessees or by the officers of the corporation or trustees, as the case may be, designating the person who shall be authorized to cast the fractional vote allocated to said lease. Such certificate shall be valid until revoked by a subsequent certificate. Unless said certificate is filed with the Secretary of the corporation prior to the meeting at which said vote is to be cast, the vote of such owners shall not be considered for the purpose of determining a quorum or for any other purpose.

In the event that the approval or disapproval of any lessee is required upon any subject, whether or not the same is the subject of any meeting, said approval or disapproval shall be executed by the same person who would be entitled to cast the vote of such lessee at any corporation meeting.

Section 9. The order of business at all meetings of the members of the corporation where applicable shall be as follows:

- A. Election of chairman of the meeting.
- B. Calling of the roll and certifying of proxies.
- C. Proof of notice of meeting or waiver of notice.
- D. Reading and disposal of any unapproved minutes.
- E. Reports of officers.
- F. Reports of committees.
- G. Election of inspectors of election.
- H. Election of Directors.
- I. Unfinished business.
- J. New Business.
- K. Adjournment.

Section 10. The affairs of the corporation shall be conducted in accordance with Roberts Rules of Order when not otherwise in conflict with the Articles of Incorporation and Bylaws of the corporation, or with the Statutes of the State of Florida.

ARTICLE V

DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by a Board of Directors who shall

be elected by the members. Said Board of Directors shall consist of not less than three (3) persons nor more than nine (9). The exact number of Directors is to be set at the annual meeting prior to the election of said Directors.

It shall not be necessary for a member of the Board of Directors to be a lessee of an individual undivided leasehold interest until such time as ISLAND CLUB OF POMPAÑO BEACH, INC. has fully developed and sold ninety-five (95%) per cent of the apartments in the various apartment buildings which it contemplates constructing upon the overall ISLAND CLUB development. ISLAND CLUB OF POMPAÑO BEACH, INC. shall have the right to elect one director to the Board of Directors of this corporation until such time as it has sold one hundred (100%) per cent of the apartments being developed by it as part of the overall ISLAND CLUB development.

Section 2. The original members of the Board of Directors shall be those elected at the first meeting of the original incorporators of ISLAND CLUB RECREATION CENTER, INC. who shall hold office pursuant to the provisions of Section 1 of Article V as set forth above. At such time as the provisions of Section 1 of Article V have been met, the directors shall be elected annually at the annual meeting of the members and shall serve thereafter until the next annual meeting or until their successors are duly elected and qualified or until they are removed in the manner elsewhere provided. At each annual meeting prior thereto, ISLAND CLUB OF POMPAÑO BEACH, INC. shall be entitled to elect the directors or the majority thereof, or a member on said Board of Directors until all of the provisions of Article V, Section 1 of these bylaws have been complied with.

Section 3. In the event of a vacancy occurring in the Board of Directors for any reason whatsoever prior to the conditions set forth in Article V, Section 1 of these bylaws, the remaining directors shall elect a person or legal age to serve as a director for the unexpired portion of the term of the former director. In this event, ISLAND CLUB OF POMPAÑO BEACH, INC. shall have the right to nominate said person to fill said vacancy. In the event of a vacancy occurring in the Board of Directors for any reason whatsoever after one hundred (100%) per cent of the apartments being developed by ISLAND CLUB OF POMPAÑO BEACH, INC. have been sold, the remaining directors shall elect one of the members of this corporation who is the holder of a leasehold interest to serve as a director for the unexpired portion of the term of the former director.

Section 4. After control of the Board of Directors has been turned over to the members, a Director may be removed from office with or without cause by a majority of the owners at any regular or special meeting duly called. At said meeting, a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting. Any Director elected by ISLAND CLUB OF POMPAÑO BEACH, INC. may not be removed without its consent.

Section 5. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 6. 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. Notice of regular meetings of the Board of Directors shall be given to each Director personally or by mail, telephone or telegaph, at least five (5) days prior to the date named for such meeting.

The Directors may establish a schedule of regular meetings to be held in the office of the corporation, and no notice shall be required to be sent to said Directors of said regular meetings, once said schedule has been adopted.

Section 7. Special meetings of the Board of Directors may be called by the President on five (5) days notice to each Director, given personally or by mail, telephone or telegaph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least five (5) Directors.

Section 8. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 9. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The President of the corporation shall act as chairman of the Board of Directors and he shall be entitled to vote as a member of the Board of Directors on all questions arising before the Board of Directors.

Section 10. The Board of Directors shall have all of the powers vested in it under common law, and pursuant to the provisions of Chapter 617, et seq., Florida Statutes, together with any powers granted to it pursuant to the terms of the Articles of Incorporation of the corporation, subject only to such approval of the members as may be required under these Bylaws and the Articles of Incorporation.

Such powers shall include but shall not be limited to the following:

- A. Management and operation of ISLAND CLUB RECREATION CENTER.
- B. To make and collect assessments from members for the purpose of operating and maintaining the Center.
- C. The maintenance, repair and replacement of the corporation property.
- D. The reconstruction of improvements after any casualty, and the further improvement of the property.
- E. The hiring and dismissal of any necessary personnel required to maintain and operate the corporation.
- F. The Board of Directors of ISLAND CLUB RECREATION CENTER, INC. shall have the power to initially adopt rules and regulations for the operation of the recreation center.
- G. The Association shall have the right to amend regulations respecting the use and occupancy of the property in the center, provided, however, that any amendments made after the initial regulations or new regulations, shall be approved by not less than sixty-five (65%) per cent of the vote of the entire membership of the corporation before such shall become effective.
- H. To carry and pay the premium for such insurance as may be required for the protection of the owners of leasehold interests and the Lessor of the recreation leases and the corporation against any casualty or any liability to third persons.
- I. To employ a management agent at a compensation established by the Board of Directors and to delegate to said management agent such powers and duties as the Board shall authorize except those as are specifically required to be exercised by the Board of Directors or the membership.
- J. To enforce by legal means the provisions of the Articles of Incorporation, the Bylaws of the corporation, and the regulations for the use of the property owned or operated by the corporation.
- K. To pay any taxes or special assessments which may be levied against the center or any property owned by the corporation or operated by the corporation.
- L. To accept a conveyance of the streets or any other property which was designed to be utilized as part of the overall ISLAND CLUB development and to maintain the same on behalf of the members.
- M. To operate a bus or other types of private transportation for the use of the members only.

OFFICERS

ARTICLE VI

Section 1. The principal officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by and from the Board of Directors. The Directors may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. The office of the Secretary and Treasurer may be filled by the same person.

Section 2. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of each new Board and shall hold office until the next annual meeting of the Board of Directors or until their successors should be duly elected and qualified, except as hereinafter provided.

Section 3. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 4. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the corporation and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of a president of a corporation, including but not limited to, the power of appointing committees from among the members from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the corporation.

Section 7. All assessments paid by members of the corporation for the maintenance and operation of the center or of any property owned or operated by the corporation shall be utilized by the corporation for the purposes of said assessments. Any excess moneys received from said assessments paid by any members shall be held by the corporation for the use and benefit of the members. Any surplus held by the corporation after the payment of expenses for maintaining and operating the general elements shall be considered as general surplus and held for the benefit of all of the members, in proportion to each member's share in the general common elements.

Section 6. The Board of Directors shall require that a fidelity bond be obtained from all officers and employees of the corporation handling or responsible for corporation funds. The amount of such bond shall be determined by the Board of Directors, and the premiums on such bond shall be paid by the corporation as an item of general expense.

Copies of the proposed budget and assessment shall be transmitted to each member on or before December 1st, preceding the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each member concerned.

B. A breakdown showing the proposed assessment against each member for the above expenses elements of the center and any property owned or operated by the corporation.

A. General expenses to be incurred in connection with the operation of the general common shall contain estimates of the cost of operating and maintaining the corporation, including the following items: Section 5. The Board of Directors shall adopt a budget each year for the following calendar year which

Section 4. The Board of Directors of the corporation shall maintain an assessment roll in a set of accounting books in which there shall be an account for each member. Each account shall designate the name and address of the member or members, the amount of each assessment against the owners, the dates and amounts in which the assessments become due, the amounts paid upon the account, and the balance due upon the assessments.

the report is made.

Section 3. An audit of the accounts of the corporation shall be made annually by an accountant, and a copy of the report shall be furnished to each member not later than March 1st of the year following the year for which

Section 2. For accounting purposes, the corporation shall operate upon the calendar year beginning the first day of January and ending the 31st day of December of each year.

Section 1. The funds of the corporation shall be deposited in a bank account in Broward County, Florida, and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time.

FINANCE

ARTICLE VII

Section 8. Any vacancy in the office of the President, Vice-President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, or any other officer or employee for any reason whatsoever may be filled by the Board of Directors at any regular or special meeting, which may elect a successor to the vacant office, who shall hold office for the balance of the unexpired term.

Section 7. The Treasurer shall have the responsibility for corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the corporation. He shall be responsible for the deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may from time to time be designated by the Board of Directors. The duties of the Assistant Treasurer shall be the same as those of the Treasurer in the absence of the Treasurer.

Secretary.

Section 6. The Secretary shall issue notice of all Directors' and members' meetings and shall attend and keep the Minutes of the same; shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal; shall attest with his signature and impress with the corporate seal all contracts or other documents required to be signed on behalf of the corporation and shall perform all such other duties as are incident to his office. The duties of the Assistant Secretary shall be the same as those of the Secretary in the absence of the Secretary.

Section 5. The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall, from time to time be imposed upon him by the Board of Directors.

Section 1. The Articles of Incorporation of the non-profit corporation may be amended by the members at a duly constituted meeting for such purpose, provided, however, that no amendment shall take effect unless approved by members representing at least 75% of the leases outstanding at any time.

Section 2. These Bylaws may be amended by the corporation at a duly constituted meeting for such purpose provided, however, no amendment shall take effect unless approved by members representing at least 75% of the leases outstanding at any time.

Section 3. No amendment to the Articles of Incorporation, or the Bylaws, shall be valid without the written consent of 100% of the members as to any of the following:

A. No amendment may be made which in any way changes or modifies the voting rights which may be cast by any member or which in any way modifies the percentage of the assessments to be levied against any member for the operation and maintenance of the center, or of any property owned or operated by the corporation.

Section 4. Before any amendment shall be effective, it shall also be approved by a majority of the members of the Board of Directors.

Section 5. Notice of the subject matter of any proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 6. No amendment to the Articles of Incorporation, the Bylaws, or the Rules and Regulations shall be effective without the written consent of ISLAND CLUB OF POMPAHO BEACH, INC., so long as it is the owner of any condominium apartment unit, cooperative apartment unit, or rental apartment unit, which is a part of the overall ISLAND CLUB development.

ARTICLE VIII
AMENDMENTS

Section 1. The assessments payable by each of the members as provided for in said leases to ISLAND CLUB RECREATION CENTER, INC. shall be a fractional share, the numerator of which shall be one (1), and the denominator of which shall be the number of outstanding undivided individual 99-year leases from time to time. Said assessments shall be payable by the members in the following manner:

1. On or before December 1st of each and every calendar year, the Board of Directors of the corporation shall submit to the condominium association, cooperative apartment, or rental apartment management unit operating each and every building which is a part of the overall ISLAND CLUB development, a budget for the forthcoming calendar year, in accordance with the provisions of Article VII of these Bylaws. Copies will be transmitted to each of said legal entities for distribution to each member holding an undivided leasehold interest. Said budget shall show the amount of the assessment payable by each member for the forthcoming calendar year.

2. Each condominium association, cooperative apartment, or management unit, managing any rental apartment shall distribute a copy of said budget to each member and shall include within its own budget, the amount of the monthly assessment payable by each member.

3. Each member shall pay, on a monthly basis, at the same time as all other assessments are payable to their own condominium association, cooperative apartment, or management unit managing any rental unit, the amount of their assessment. Said condominium association, cooperative apartment, or management unit, shall transmit on a monthly basis on or before the 10th day of each and every calendar month, the amount of all assessments collected by it to ISLAND CLUB RECREATION CENTER, INC., designating the members who should receive credit for the payment of said assessments. The Condominium Association, cooperative apartment corporation, or management unit shall not be responsible for paying any assessments which have not been received from individual members.

4. In the event that any member should fail to pay his or her assessment to his or her condominium

association, cooperative apartment corporation, or management unit of a rental apartment unit, so that the same can be transmitted to ISLAND CLUB RECREATION CENTER, INC., by the 10th of each and every calendar month, said member shall be considered in default in the payment of said assessment.

5. In the event of a default in making said payment by any member and the transmittal of the same to ISLAND CLUB RECREATION CENTER, INC., by the 10th of each calendar month, ISLAND CLUB RECREATION CENTER, INC. shall have a lien against said member's apartment or interest in any condominium property, cooperative apartment building or lessee's interest in any rental apartment, and shall have the right, in the event that said default continues for a period of ten (10) additional days thereafter, to file notice of such lien with the Clerk of the Circuit Court of Broward County, Florida, thereby constituting notice to said member and to any other third party except as hereinafter provided, of the existence of said lien. Said lien shall at all times be inferior and subordinate to the lien of any institutional mortgagee holding an institutional mortgage against any condominium apartment unit or the interest of any owner in any cooperative apartment building, or mortgage against any rental apartment building. Said lien shall also be inferior and subordinate to any lien held by the Lessor of the undivided individual 99-year leases issued for the use and occupancy of ISLAND CLUB RECREATION CENTER, INC.

6. The lien of ISLAND CLUB RECREATION CENTER, INC., may be enforced against the member and against his or her condominium apartment, cooperative apartment, or lessee's interest in any rental apartment unit, by foreclosing the same in the Circuit Court in and for Broward County, Florida, in the same manner as mortgages are foreclosed in the State of Florida. In the event it should become necessary for ISLAND CLUB RECREATION CENTER, INC. to enforce any such lien, it shall be entitled to recover not only the amount due for said assessment but, in addition thereto, the amount equal to one year's advance assessments due from said member which shall be credited to said member's account, and any and all costs which it may incur in connection with said foreclosure, including a reasonable attorneys' fee.

ARTICLE X

ADDITIONAL RIGHTS OF INSTITUTIONAL MORTGAGEES AND THE LESSOR UNDER THE INDIVIDUAL UNDIVIDED 99-YEAR LEASES

Section 1. Institutional first mortgage means a first mortgage originally executed and delivered to a bank, savings and loan association, insurance company, employee's pension fund, or real estate investment trust authorized to transact business in the State of Florida, creating a first mortgage lien on an apartment unit and on any interest appurtenant to such apartment unit. For the purpose of these Bylaws, the Developer shall be considered an institutional mortgagee, and any mortgage held by the Developer or its component corporations which is a lien against any of the apartments in the condominium developed by the Developer shall be considered as an institutional mortgage. In the event of foreclosure of an institutional first mortgage encumbering an apartment, the purchaser at such sale, his successors or assigns, shall not be liable for the share of assessments pertaining to such apartment chargeable to the former owner (lessee) of such apartment, which became due and payable to ISLAND CLUB RECREATION CENTER, INC. prior to the foreclosure sale of such apartment. Such unpaid share of assessments shall be deemed to be common expenses collectible from all persons holding individual undivided leases to the recreation center, including the purchaser, his successors or assigns. The foregoing provision shall also be applicable to the conveyance of an apartment unit to an institutional first mortgagee in lieu of foreclosure.

Any institutional mortgagee acquiring the title to any apartment by foreclosure or by deed in lieu of foreclosure shall, while it is the owner of the same, be responsible for paying its regular share of any maintenance (but not including any recreational rentals) to ISLAND CLUB RECREATION CENTER, INC., from the date it acquires the title to said apartment, either through a foreclosure sale or by a deed of conveyance in lieu of foreclosure, provided, however, the share of said maintenance payable by said mortgagee during the period when it holds title to said apartment, shall be limited to a fraction, the numerator of which shall be one (1), and the denominator of which shall be the number of apartments contained in the condominium apartment building in which said apartment is located, or a fraction, the numerator of which shall be one (1), and the denominator of which shall be the total number of outstanding undivided recreational leases which have been executed and assigned to the owners of apartments in the overall ISLAND CLUB development from time to time, whichever is the lesser of the two.

Section 2. In the event that the lessor of the undivided non-exclusive 99-year leases entitling the owners of various apartment units in the overall ISLAND CLUB development being developed by ISLAND CLUB OF POMPANOBACH, INC. should, by reason of the default of any owner, as provided in said leases, acquire the title to any condominium parcel (apartment unit) by foreclosure or by deed in lieu of foreclosure, it shall be accorded the same rights as those accorded to the holder of an institutional first mortgage, in that it shall not be responsible for paying any accrued maintenance or rental due from said former owner prior to the date of said acquisition of title by said lessor, and it shall not be responsible for the payment of any rental, and that it shall be responsible for the paying the same fractional share of maintenance of the recreational center operated by ISLAND CLUB RECREATION CENTER, INC., as an institutional mortgagee, as set forth above.

**ENFORCEMENT OF ARTICLES OF INCORPORATION,
BYLAWS AND RULES AND REGULATIONS**

ARTICLE XI

In the event that it should become necessary for the Board of Directors of ISLAND CLUB RECREATION CENTER, INC. to enforce any of the terms and conditions of the Articles of Incorporation, Bylaws or Rules and Regulations relating to use and occupancy of ISLAND CLUB RECREATION CENTER, INC. or any of the property owned or operated by it, it shall be entitled to enforce the same against any member violating said Articles of Incorporation, Bylaws or Rules and Regulations, and, in addition to any damages which it may seek to recover may, in appropriate cases, obtain injunctive relief against said member, and in the event that it should prevail in any such action, it shall be entitled to recover any and all costs incurred by it together with a reasonable attorneys' fee.

The foregoing were duly adopted as the Bylaws of ISLAND CLUB RECREATION CENTER, INC., being a corporation not for profit, under the laws of the State of Florida, at the first meeting of the Board of Directors on February 23, 1971.

/s/ Virginia L. Dall
President

/s/ Virginia Lefler
Secretary

F. The corporation is expressly authorized to enter into contracts with other corporations or legal entities relating to the mutual use of recreational facilities owned or operated by other corporations or legal entities and the recreation facility managed, maintained and operated by this corporation.

E. All funds and the titles of all properties acquired by this corporation and the proceeds thereof shall be held in trust for the use and benefit of the various lessees of undivided 99-year leasehold interests in and to the recreation center to be maintained, operated and managed by the corporation.

D. No compensation shall be paid to Directors for their services as Directors. Compensation may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the corporation outside of his or her duties as a Director. In this case, however, said compensation must be approved in advance by the Board of Directors, and the Director to receive said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees or agents or attorneys for services rendered to the corporation.

C. The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon corporations of a similar character by the provisions of Chapter 617.01 et seq., Florida Statutes, entitled "Florida Corporations Not For Profit" now or hereafter in force, and to do any and all of the things necessary to carry out its operations as a natural person might or could do.

B. To carry out all of the powers and duties vested in it by the Bylaws and Rules and Regulations adopted by the corporation.

A. To maintain, operate and manage a recreation center, together with any streets, utilities, planting strips, security checkpoint building, motor vehicles or other properties owned by the corporation, for the use and benefit of the lessees of the 99-year undivided interest in and to said recreation center.

ARTICLE IV - POWERS

1. To own, maintain and operate motor vehicles of all types for the purpose of transporting the lessees of the individual 99-year leases to the recreation center to other points.
2. To hold the fee simple title to certain streets, planting areas, utilities, security checkpoint building, drainage system, and to operate and maintain the same through assessments levied against the lessees holding individual undivided 99-year leases, permitting them to utilize said facilities.
3. To hold the fee simple title to certain streets, planting areas, utilities, security checkpoint building, drainage system, and to operate and maintain the same through assessments levied against the lessees holding individual undivided 99-year leases, permitting them to utilize said facilities.

The purpose for which the corporation is organized is as follows:

ARTICLE III - PURPOSE

1. For the purpose of operating and managing a recreation center for the use and benefit of individual lessees of 99-year leases issued by the owners of the fee simple title of said recreation center.

- A. Corporation means the corporation formed by these Articles of Incorporation.
- B. Member or members means the owner or owners of individual undivided leasehold interests permitting said owners to utilize the recreational facilities to be managed and operated by the corporation.

As used in these Articles of Incorporation, unless the context otherwise requires:

ARTICLE II - DEFINITIONS

The name of the corporation shall be ISLAND CLUB RECREATION CENTER, INC.

ARTICLE I - NAME

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit, under Chapter 617 Florida Statutes, 1961, and certify as follows:

ISLAND CLUB RECREATION CENTER, INC.

OF

ARTICLES OF INCORPORATION

The following constitute the original incorporators and subscribers to the Articles of Incorporation of the Corporation:

NAME	ADDRESS
Virginia L. Dail	5200 S.W. 4th Court, Plantation, Fla.
Frances F. Williams	1204 Mandarin Isle, Fort Lauderdale, Fla.
Virginia Lettier	6741 S.W. 10th Ct., Pembroke Pines, Fla.

ARTICLE IX - INCORPORATORS

NAME	ADDRESS	TITLE
Virginia L. Dail	5200 S.W. 4th Court, Plantation, Fla.	President and Director
Frances F. Williams	1204 Mandarin Isle, Fort Lauderdale, Fla.	Vice President and Director
Virginia Lettier	6741 S.W. 10th Ct., Pembroke Pines, Fla.	Secretary-Treasurer and Director

The names and post office addresses of the first Board of Directors and the Officers of the corporation who shall hold office until their successors are elected and qualified are as follows:

ARTICLE VIII - NAMES AND ADDRESSES OF DIRECTORS AND OFFICERS

- The election of directors, their removal, or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the corporation.
- The business of this corporation shall be conducted by a Board of Directors of not less than three (3) directors nor more than nine (9) directors, the exact number of directors to be fixed by the Bylaws of the corporation.

ARTICLE VII - DIRECTORS

The corporation may be terminated in accordance with the provisions of the Bylaws of the corporation. This corporation shall continue to exist so long as there are outstanding valid 99-year individual leases to the recreation center managed by the corporation or so long as the corporation shall hold the title to any streets, utilities, planting strips, security checkpoints, or other property.

ARTICLE VI - CORPORATE EXISTENCE

- Voting rights shall be exercised in accordance with the provisions of the Bylaws of the corporation.
- Other persons shall become members of the corporation by the recording in the public records of Broward County, Florida of a 99-year lease demising an undivided leasehold interest to said person or persons. Upon the reassignment of said undivided leasehold interest to some other person, the new lessee designated by such assignment shall become a member of the corporation upon recording of said assignment in the public records of Broward County, Florida, and the membership of the prior lessee shall at that time be terminated.
 - Voting by the members of the condominium in the affairs of the corporation shall be on the basis of one (1) vote per apartment.
- The officers, directors and employees of Island Club of Pompano Beach, Inc. shall be members of the corporation upon certification by Island Club of Pompano Beach, Inc. that the individuals named in said certificate are entitled to membership. The membership accorded each of said individuals shall be a non-voting membership and no assessments for the maintenance, operation or management of the corporation shall be levied against them.
 - Other persons shall become members of the corporation by the recording in the public records of Broward County, Florida of a 99-year lease demising an undivided leasehold interest to said person or persons. Upon the reassignment of said undivided leasehold interest to some other person, the new lessee designated by such assignment shall become a member of the corporation upon recording of said assignment in the public records of Broward County, Florida, and the membership of the prior lessee shall at that time be terminated.
- The officers, directors and employees of Island Club of Pompano Beach, Inc. shall also be members of the corporation. No other persons or other entities shall be entitled to membership.
- Membership in the corporation shall be established in the following methods:
 - All of the lessees (owners) of undivided 99-year leasehold interests issued by the owners of the fee title (lessors) to the recreation center being maintained, managed and operated by this corporation shall be members of the corporation.

ARTICLE V - MEMBERSHIP

The qualification of members and the manner of their admission shall be as follows: