

PREPARED BY AND TO BE RETURNED TO:

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**CERTIFICATE OF SECOND AMENDMENT TO DECLARATION OF CONDOMINIUM
OF THE TERRA CEIA CLUB, A CONDOMINIUM**

The Terra Ceia Club Condominium Association, Inc., a not-for-profit corporation organized under the law of the State of Florida, formerly known as The Mayfair House Condominium Association, Inc. ("**Association**"), hereby certifies as follows:

RECITALS:

A. The Declaration of Condominium of The Mayfair House, a Condominium was recorded in Official Records Book 1360, Page 2929, public records of Manatee County, Florida ("**Original Declaration**").

B. The Certificate of First Amendment to Declaration of Condominium of The Mayfair House, a Condominium was recorded in Official Records Book 1493, Page 437, public records of Manatee County, Florida ("**Certificate of First Amendment**").

C. The Original Declaration and the Certificate of First Amendment collectively constitute the "**Declaration.**"

D. Pursuant to the Certificate of First Amendment, the name of the project was changed to The Terra Ceia Club, A Condominium ("**Condominium**").

E. Article XI of the Declaration states that the Declaration may be amended at any time and from time to time upon the affirmative vote of voting representatives representing at least sixty-five percent (65%) of the units in the Condominium, which amendment shall be evidenced by a certificate of amendment executed with the formalities of a deed, executed by the president or vice-president of the Association, and including such other information as set forth in Article XI, Section D of the Declaration.

F. Article IX, Section 1 of the Bylaws of the Association provides that the Bylaws may be amended upon the affirmative vote of at least sixty-five percent (65%) of the Voting Representatives (as defined in Article III, Section 28 of the Declaration).

G. The following amendments to the Declaration and to the Bylaws were adopted at a meeting of the Association members duly called and noticed in accordance with the Bylaws on November 19, 1998.

H. In that the Bylaws are attached as an exhibit to the Declaration, an amendment to the Declaration is required for purposes of providing record notice of the changes to the Bylaws.

ACCORDINGLY, the Declaration and the Bylaws were amended in the manner as set forth below, as evidenced by this Certificate pursuant to Article XI of the Declaration (where applicable, double-underlined text indicates text which has been added and ~~strikeout text~~ indicates text which has been deleted):

1. Article XIII, Section F of the Declaration was amended to read as follows:

F. The Board of Directors has the authority, at its sole discretion, to make rules regarding the procedure of approving purchasers and lessees of Units. In addition to the procedure for making such decisions, the rules may include requirements to be complied with by the Unit Owner/lessor and certain criteria to be met by the potential purchasers/lessees. Prior approval of purchasers or lessees by the Board of Directors only shall be required if and to the extent rules governing such procedure shall have been adopted by the Board of Directors, and the Board of Directors shall have the power to charge fees for matters pertaining to any such approval process (which fees shall not exceed the maximum amount permitted under the Florida Condominium Act).

2. Article XXII, Section B of the Declaration was amended to read as follows:

B. Supervision of Children; Ability to Suspend Pool Privileges. Children under 18 years of age will be the direct responsibility of their parents or legal guardians, including full supervision of them while within the Condominium Property and including full compliance by them with the provisions of the Condominium Documents. Children are not to play in Common Element halls, stairways, or lobbies, or interfere with the operation of the elevators. ~~Owners or lessees shall accompany all children under ten (10) years of age when they use the swimming pool or other recreational areas of the Condominium and said children shall be required to comply with the directions of pool attendants (if any) or the manager.~~ Notwithstanding the first sentence of this paragraph, upon the written request of a Unit Owner or lessee requesting that a child under the age of 18 be permitted to use the pool facility without supervision of such Unit Owner or lessee, the Board of Directors shall have the authority, but not the obligation, to permit such usage without adult supervision (the Board shall act in a reasonable manner in reviewing and making determinations on any such request).

~~Temporary revocation of pool privileges by the Board of Directors for disobedience or unacceptable conduct by any person (child or adult) may be imposed against said children.~~

3. Article I, Section 4 of the Bylaws was amended to read as follows:

Section 4. For convenience, ~~THE MAYFAIR HOUSE~~ THE TERRA CEIA CLUB, A CONDOMINIUM shall be referred to as the "Condominium," these Bylaws shall referred to as the "Bylaws;" the Articles of Incorporation of the Corporation as the "Articles;" and the Declaration of Condominium for the Condominium as the "Declaration." The other terms used in these Bylaws shall have the same definitions and meaning as those set forth in Chapter 718, Florida Statutes, "The Condominium Act" (the Act), as well as those set forth in the Declaration and the Articles, unless provided to the contrary in these Bylaws, or unless the content otherwise requires. The terms "Association" and "Corporation" shall be used interchangeably. The term "Board of Directors" shall be synonymous with the term "Board of Administration" as defined in the Act.

4. Article IV, Section 1 of the Bylaws was amended to read as follows:

Section 1. The annual meeting of the members shall be held ~~on the first Tuesday~~ in March of each year, on a date and at the place and at the time determined by the Board of Directors from time to time. At such meeting, the members shall elect Directors to serve until their successors shall be duly elected and qualified, or they resign or they are removed, whichever first occurs, and shall transact such other business as may be authorized by the members. ~~After January 1, 1992, voting~~ Voting for Directors shall be by written ballot or voting machine and no proxies shall be permitted in voting for Directors; otherwise, general and limited proxies may be used when permitted by the Condominium Act. All voting shall be by plurality. Cumulative voting is prohibited.

5. Article IV, Section 5 of the Bylaws was amended to read as follows:

Section 5. A quorum for members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. ~~After January 1, 1992, however, there~~ There shall be no quorum requirement for members' meetings at which an election of a Director or Directors is scheduled to take place; provided, however, that at least 20 percent of the eligible voters must cast a ballot to have a valid election of Directors. The written joinder of any Unit Owner may not be utilized to establish a quorum when such joinder occurs subsequent to the meeting in issue. In the event that a quorum is not present, the members present (through their respective Voting Representatives), though less than a quorum, may adjourn the meeting to a future date; ~~after January 1, 1992~~ the members present may (a) elect Directors and (b) adjourn the meeting to a future date. The time and place to which the meeting is adjourned shall be announced at the meeting at which the adjournment is taken and notice shall be posted in a conspicuous place on the Condominium Property as soon thereafter as may be practical stating the time and place to which it is adjourned. The affirmative vote of a majority of the Voting Representatives at the meeting and entitled to vote on the subject greater or lesser number is otherwise provided by Chapter 718, Florida Statutes, the Articles, the Declaration, or these Bylaws. After a quorum has been established at a members' meeting at which a quorum is required, the subsequent withdrawal of, or refusal to vote by, members (through their respective Voting Representatives), so as to reduce the number of Voting Representatives entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

6. Article V, Section 2 of the Bylaws was amended to read as follows:

Section 2. Except for Directors designated by Declarant, the election of the Directors shall be conducted in accordance with the Florida Condominium Act, as herein provided, the election of Directors shall be conducted in the following manner:

a. ~~Election of Directors shall be held at the Annual meeting except that the first Directors elected by Unit~~

b. ~~Notices of the election shall be given in conformance with §718.112, Florida Statutes.~~

c. ~~A nominating committee consisting of three (3) members shall be appointed by the Board not less than sixty (60) days prior to the meeting. The committee shall nominate one (1) person for each Director's position to be filled at the election. Prior to January 2, 1992, nominations may be made from the floor at the members' meeting at which the directors are elected. After January 1, 1992, those persons nominated by the Nominating Committee who wish to run and any Unit Owner desiring to be a candidate shall give written notice to the Secretary of the Condominium Association of their said intent not less than forty (40) days before the scheduled election.~~

d. ~~The election shall be by secret ballot and by a plurality of the votes cast. Each person voting shall be entitled to cast one (1) vote for each of as many nominees as there are Director's positions to be filled. There shall be no cumulative voting.~~

e. ~~Vacancies in the Board occurring between annual meetings of members shall be filled in the manner provided in these Bylaws.~~

7. Article V, Section 6 of the Bylaws was amended to read as follows:

Section 6. No Director appointed or elected by the Declarant may be subject to recall or removed except with the prior written approval of the Declarant. Directors elected by the Unit Owners other than the Declarant may be removed with or without cause in accordance with the Condominium Act and the administrative rules adopted thereunder.

8. Article VIII, Section 5 of the Bylaws was amended to read as follows:

Section 5. ~~The Board of Directors shall adopt an annual budget on or before November 1st of each year for the following calendar year in accordance with the Condominium Act (and in particular §718.112(2)(e) and (f)).~~ An annual budget and level of Assessment for Common Expenses sufficient to fund such budget shall be proposed and adopted by the Board of Directors. The Board shall mail, or cause to be mailed, or hand deliver, or cause to be hand delivered, notice of the meeting of the Unit Owners or Board of Directors at which the budget will be considered not less than 14 days prior to said meeting. Evidence of compliance with this 14-day notice requirement shall be made by an affidavit executed by an officer of the Association, an authorized employee of the Management Firm, or other person providing notice of the meeting and filed among the official records of the Association. Such notice shall include a copy of the proposed annual budget and Assessment. If the Association shall fail for any reason to adopt a budget and authorize an Assessment prior to the beginning of the new fiscal year, the budget and Assessment for the previous year shall be increased by 10% and shall continue in effect until changed by the Association.

If the adopted budget requires an assessment against the Unit Owners in any fiscal year exceeding 115% of the Assessments for the preceding year, the Board, upon written application of 10% of the Unit Owners to the Board, shall call a special meeting of the Unit Owners within 30 days upon not less than 14 days' written notice to each Unit Owner. At this special meeting, Unit Owners shall consider and enact a budget upon the vote of the members representing a majority of all Units. If a special meeting of the Unit Owners has been called pursuant to this section and a quorum is not attained or a substitute budget is not adopted by the Unit Owners, the budget adopted by the Board goes into effect as scheduled. In determining whether Assessments exceed 115% of similar Assessments in the preceding year, any authorized provisions for reasonable reserves for repair or replacement of the Condominium Property, anticipated expenses by the Association which are not anticipated to be incurred on a regular or annual basis, or Assessments for betterments to the Condominium Property must be excluded from the computation. However, as long as the Developer is in control of the Board of Directors, the Board may not impose an Assessment for any year greater than 115% of the prior fiscal year's Assessment without prior approval of the members representing a majority of all Units.

9. Article VIII, Section 6 of the Bylaws was amended to read as follows:

Section 6. ~~The Board of Directors shall require that a fidelity bond be obtained for all persons who control or disburse Corporation funds. The amount of such bond shall be in the principal sum of not less than \$50,000.00 for each such person and the premium on such bond shall be paid by the Corporation as an item of general expenses, unless otherwise provided by contract between the Corporation and an independent management company. The President, Secretary and Treasurer of the Corporation and all other officers who are authorized to sign checks, and all officers and employees of the Corporation who control or disburse funds of the Corporation, and any contractor handling or responsible for Association funds, shall be bonded. The amount of the bond shall be determined by the Board of Directors or as may be required by the Declaration. The premiums on such bonds shall be paid by the Corporation. The bond shall be in an amount sufficient to equal the monies an individual handles or has control of via a~~

signatory or a bank account or other depository account. Notwithstanding the foregoing, the Corporation shall not be obligated to obtain fidelity bonding of any persons in excess of any amounts stated in the Act.

In the event the Corporation contracts with a Management Agent to operate and maintain the Condominium property, such Managing Agent, under the terms of the management contract, as to funds in its possession and/or control, shall determine in its sole discretion who is to be bonded, if any, among its employees, unless such employees control or disburse Corporation funds, in which case, such employees must be bonded in accordance with applicable provisions of Section 718.112, Florida Statutes. The cost of bonding an employee of a Corporation-designated Managing Agent may be reimbursed by the Corporation. Notwithstanding the foregoing, a Managing Agent shall not be obligated to obtain fidelity bonding of any persons in excess of any amounts stated in the Act.

10. Article XIV, Section 17 of the Bylaws was amended to read as follows:

(17) Terraces. No bathing suits, towels, or clothing shall be hung from the terraces. No mops shall be shaken from the terraces or windows. No loose articles shall be left on terraces during the hurricane season. ~~Only patio furniture may be placed on terraces without the approval of the Corporation; all other items placed on a terrace require the approval of the Corporation.~~ All potted plants and landscaped plants which are placed on terraces must be approved in writing in advance by the Corporation. The Corporation may require that the Unit Owner provide the Corporation with a certificate certifying that such plants do not exceed applicable dead weight requirements. No terrace shall be screened in or otherwise altered, except upon prior written consent of the Board of Directors.

11. Article XIV, Section 20 of the Bylaws was amended to read as follows:

20. ~~Radios and Televisions.~~ Stereos, Televisions and Satellite Dishes. It is required that the volume of all stereos, radios and televisions be kept moderately tuned at all times. There shall be no stereo, radio and/or television aerial or antenna installed by Unit Owners ~~(other than Declarant)~~ on the Common Elements (meaning that a Unit Owner shall be entitled to maintain an antenna or aerial that is solely and exclusively located within the boundaries of the Unit). No television, stereo, or radio or speaker shall be placed upon Limited Common Element terraces.

Satellite dishes, aerials and antennas and all lines and equipment related thereto located wholly within the physical boundaries of a Unit shall be permitted without any requirement for approval from the Board of Directors. Satellite dishes, aerials and antennas shall not be permitted on the Common Elements except to the extent required to be permitted by applicable law (including, but not limited to, the federal Telecommunications Act of 1996). The Association shall have the right and authority, in its sole discretion and from time to time, to promulgate rules and regulations concerning the size and location of and safety restrictions pertaining to the installation of satellite dishes, aerials and antennas and all lines and equipment related thereto which shall be permitted on the Common Elements. Notwithstanding any provision to the contrary, the Association, in its discretion and from time to time, shall have the power and ability to erect or install any satellite dish, antenna or aerial or any similar structure on the Common Elements, provided that such satellite dish, aerial or antenna be solely utilized for the reception of television or radio signals to be utilized by the residents of the Condominium or for security purposes.

12. Article XIV, Section 26 of the Bylaws was amended to read as follows:

26. Proviso. The ~~above-stated~~ rules and regulations and restrictions contained in this Article XIV are subject to the terms of the Declaration of Condominium, and shall not restrict or impair any rights that Declarant may have under the Declaration. Anything to the contrary in this Article XIV notwithstanding, Declarant shall be permitted to take all actions deemed necessary by Declarant in order to develop the Condominium, and to market, sell, and/or lease the Units therein.

13. Article XIV, Section 27 of the Bylaws was created to read as follows:

27. Normal Use of Elevators. Elevators are essential to the use of the Condominium property and the safety of the Unit Owners and occupants, and no person shall interfere with the normal operations of such elevators.

14. The Association has declared that any and all improvements to the Condominium property existing thereon prior to November 19, 1998 (the date upon which notice of the meeting at which the foregoing amendments to the Declaration and the Bylaws) which are in contradiction of the provisions of the Declaration and the Bylaws as amended pursuant to the meeting held November 19, 1998, are deemed valid and acceptable, and the Association declares that it shall not have the power to enforce removal of any such improvements in order to require compliance with the current provisions of the Declaration and the Bylaws.

IN WITNESS WHEREOF, the Association hereby certifies and affirms that the amendments contained herein have been approved in accordance with Chapter 718, Florida Statutes, and also in accordance with the Declaration and the Bylaws, and the Association has caused this Certificate of Second Amendment to be executed by its authorized officers and has caused its corporate seal to be affixed hereto this 14th day of December, 1998.

WITNESSES:

THE TERRA CEIA CLUB CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation

Name: [Signature]
Print Name: SPINKEY OBERLIX

By: [Signature]
Name: JOHN P. LUX
Title: PRESIDENT

Name: Kathleen White
Print Name: Kathleen White

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF manatee

The foregoing instrument was acknowledged before me this 14th day of December, 1998, by John Paul Lux, as President of THE TERRA CEIA CLUB CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation. He/She is personally known to me or has produced FL Drivers License as identification. L200-475-30-139-0

My Commission Expires:

[Signature]
(Signature)

(AFFIX NOTARY SEAL)



Name: Lori L. Pollard
(Legibly Printed)
Notary Public, State of Florida

CC776719
(Commission Number, if any)