

This instrument prepared by:
David A. Core, Esquire
Will Call Box 110
ST. JOHN; DICKER, CAPLAN, KRIVOK & CORE, P.A.
500 Australian Avenue So., Suite 600
West Palm Beach, Florida 33401
(561) 655-8994

**CERTIFICATE OF RECORDING OF THE BYLAWS OF
WEDGEWOOD VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

I HEREBY CERTIFY that the Bylaws attached as Exhibit "1" to this Certificate were duly adopted as the Bylaws of Wedgewood Village Property Owners Association, Inc. The original Declaration of Neighborhood Covenants for Wedgewood Village is recorded in the official records of Palm Beach County at Official Records Book 8888, Page 688.

DATED this 16 day of March, 1998. *W*

As to witnesses:

WEDGEWOOD VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

[Signature]
Witness

By: [Signature]
Phil Lobsinger, President

[Signature]
Witness

Attest: [Signature]
Richard Williams, Secretary

(Seal)

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

BEFORE ME personally appeared Phil Lobsinger, the President, and Richard Williams, the Secretary, of Wedgewood Village Property Owners Association, Inc., who produced personally known and _____ as identification or are personally known to me to be the individuals who executed the foregoing instrument and acknowledged to and before me that they executed such instrument as President and Secretary of the Association with due and regular corporate authority, and that said instrument is the free act and deed of the Association.

WITNESS my hand and official seal this 16 day of March, 1998. *W*

[Signature]

NOTARY PUBLIC
State of Florida at Large.
My Commission Expires:

(SEAL)

1264.cor



NAOMI W. WILSON
My Comm Exp. 6/10/2001
Bonded By Service Ins
No. CC639919

[[Personally Known] [Other]]

BYLAWS

OF

WEDGEWOOD VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is WEDGEWOOD VILLAGE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located in Palm Beach County, Florida, but meetings of members and Directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The definitions of words as defined in the Declaration of Neighborhood Covenants for Wedgewood Village, recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held at least once each calendar year on a date and at a time to be determined by the Board of Directors.

Section 2. 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 one-third (1/3) of all of the votes of the Association.

Section 3. Notice. 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 ten (10) days but not more than sixty (60) days prior to 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 the purpose of the meeting.

Section 4. Quorum. A majority of the members shall constitute a quorum at any meeting for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 5. Proxies. Each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to any meeting for which it is intended to be used. Every proxy shall be revocable but shall continue valid until so revoked or until termination.

EXHIBIT "I"

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by the Board of Directors consisting of not less than three (3), nor more than five (5), persons who shall be members of the Association.

Section 2. Term of Office. At each annual meeting of the Association, Directors shall be elected for a term of one (1) year. Each Director shall hold office until his/her successor has been elected and has qualified or until the Director's death, resignation, or removal. Directors may be re-elected, and there shall be no limitation on the number of terms during which any Director may serve.

Section 3. Vacancies. Vacancies in the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

Section 4. Removal. Any Director may be removed from the Board, with or without cause, at a regular or special meeting of the members duly called, upon a majority vote of all of the members of the Association. A removed Director's successor shall be appointed by the remaining members of the Board of Directors and shall serve for the unexpired term of the removed Director, except that the Board shall not appoint the removed Director to fill the vacancy created by such Director's removal. If all of the Directors on the Board of Directors are removed at a meeting of the members, new Directors may be elected by the members at the same meeting without requiring such Directors to be nominated as provided for in these Bylaws.

Section 5. Compensation. No Director shall receive compensation for any service rendered to the Association. However, a Director may be reimbursed for actual expenses incurred in the performance of his/her duties.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

The nomination and election of Directors shall be conducted as follows:

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee, whose members shall be appointed by the Board of Directors. Nominations may also be made from the floor by members at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days prior to each annual meeting of the members to serve until the close of that annual meeting. The Nominating Committee shall have the discretion to make as many nominations for election to the Board of Directors as it determines appropriate, but shall nominate at least as many candidates for election as there are vacancies that are to be filled by election at the meeting of the members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot at the annual meeting. Members voting by proxy may have their proxy cast as their ballot at the election. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Directors shall be elected by a plurality of votes cast by eligible voters at the meeting. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined, from time to time, by the Board of Directors; provided, however, that such meeting shall be held no less frequently than annually.

Section 2. Special Meetings. Except in the case of an emergency, special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors after not less than three (3) days' notice to each Director. Notice of the meeting shall be given to each Director personally or by mail, telephone, facsimile or electronic mail, providing the time, place and purpose of the meeting.

Section 3. Notice. Except in the case of an emergency, notice of all meetings of the Board of Directors shall be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each Board meeting shall be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency.

Section 4. Quorum. A majority of the number of 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 Board.

Section 5. Organizational Meeting. The organizational meeting of a newly elected Board of Directors shall be held within thirty (30) days of the Board's election. The time and place shall be determined by the newly elected Board of Directors at the meeting at which they are elected. No further notice of the organizational meeting shall be necessary provided a quorum shall be present.

Section 6. Action Taken Without A Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have all powers reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon; adopt and publish rules and regulations governing the operation of and procedures for all committees;

(b) Suspend the rights of a member or a member's tenants, guests, or invitees, or both, to use Common Areas and facilities for any violation of the Declaration, Articles of Incorporation, Bylaws or the duly promulgated rules and regulations of the Association;

(c) Suspend the voting rights of a member for the nonpayment of regular annual assessments that are delinquent in excess of ninety (90) days; levy reasonable fines against any member or any tenant, guest, or invitee for any violation of the Declaration, Articles of Incorporation, Bylaws or the duly

promulgated rules and regulations of the Association; a fine or suspension may not be imposed without notice and an opportunity to respond and for a hearing before a grievance committee appointed by the Board of Directors; notice and hearing requirements shall be in accordance with provisions of Chapter 617, Florida Statutes, as the same may be amended from time to time;

(d) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

(e) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(f) Employ a manager, an independent contractor, or such other agents, representatives, or employees as they deem necessary, prescribe their duties and delegate any or all of the duties and functions of the Association and/or its officers;

(g) Acquire, operate, lease, manage, sell, and otherwise trade and deal with property, real and personal, including Units and Common Areas, on behalf of the Association, as may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration;

(h) Delegate its powers according to law;

(i) Enter into contracts or agreements, and to grant exclusive licenses, easements, permits, leases, or privileges to any individual or entity, including Non-Unit Owners, which affect Common Areas and to alter, add to, relocate or improve Common Areas, when determined by the Board of Directors to be in the best interests of the Association; and

(j) Enter into a bulk rate television contract, the cost of which the Board of Directors may determine to be a common expense of the Association.

Section 2. Duties. It shall be the duty of the Board of Directors to cause the Association to perform the purposes for which it was formed, including, but not limited to, the following:

(a) Enforce the provisions of the Declaration, the Articles, these Bylaws, and applicable rules and regulations of the Association;

(b) 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;

(c) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(d) As more fully provided in the Declaration and these Bylaws, to fix the amount of the annual assessment against each Lot and send notice thereof to every Owner at least thirty (30) days in advance of each annual assessment period;

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

(f) Cause the Association to carry insurance for the protection of the members and the Association against casualty and liability and procure and maintain adequate liability, hazard, property and/or casualty insurance in amounts determined by the Board of Directors to be in the best interests of the Association; the Board shall review not less frequently than annually all insurance policies and bonds obtained by the Board on behalf of the Association;

(g) Cause all officers or employees having fiscal responsibilities to be bonded, in amounts determined by the Board to be in the best interests of the Association;

(h) Administer the reconstruction of improvements after casualty and the further improvement of the property, real and personal;

(i) Approve or disapprove on behalf of the Association proposed purchasers or lessees of Units and to exercise or waive the Association's right to disapprove of the ownership, sales or leasing of any Unit in the manner specified in the Declaration.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board 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 Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. 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 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

PRESIDENT

The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and the Board of Directors and have all of the general powers and duties which are usually vested in the office of the President of a corporation. The President shall have general supervision, direction and control of the business of the Association, subject to the control of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors, these Bylaws or the Articles of Incorporation of the Association.

VICE PRESIDENT

The Vice President shall take the place of the President and perform his duties whenever the President shall be absent, disabled or refuses or is unable to act. The Vice President shall also perform other such duties as may from time to time be imposed upon him by the Board of Directors, these Bylaws or the Articles of Incorporation.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board 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 Board 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 Board.

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 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.

ARTICLE IX

COMMITTEES

The Board of Directors shall designate and appoint members to committees as it deems appropriate to carry out its purpose and shall fill any vacancies on such committees for a term as the Board determines in its sole discretion. The Board of Directors shall appoint members to the Architectural Control Board and shall fill vacancies on such Board for a term as the Board determines appropriate, and the Board of Directors shall appoint a Nominating Committee, as provided in these Bylaws.

ARTICLE X

BOOKS AND RECORDS

The Association shall maintain a complete set of books and records, which shall at all times, during reasonable business hours, be open to inspection and available for photocopying by members or their authorized agents.

ARTICLE XI

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 property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within fifteen (15) days after the due date, a late fee not to exceed \$25.00, beginning from the due date, may be levied by the Board of Directors for each assessment installment that is not paid when due. At the option of the Association, the unpaid assessment shall accrue interest as provided in the Declaration and/or the next twelve (12) months' worth of installments may be accelerated and become immediately due and payable in full. The Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees incurred by the Association in connection with collection and/or appeal shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his Lot.

ARTICLE XII

AMENDMENTS

Section 1. A resolution to amend these Bylaws may be proposed by either a majority of the Board of Directors or by or at the direction of not less than ten percent (10%) of the members of the Association. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. A proposed amendment to the Bylaws shall be adopted upon the approval of not less than two-thirds (2/3) of the votes of all of the members of the Association at a duly called meeting of the Association. The members may approve a proposed amendment by written consent in lieu of a meeting, upon the approval of not less than two-thirds (2/3) of all of the members of the Association.

Section 3. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

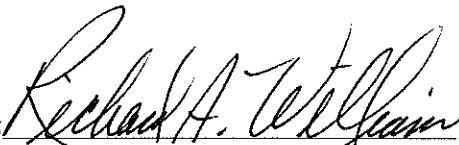
Section 1. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, unless otherwise changed by vote of the Board of Directors.

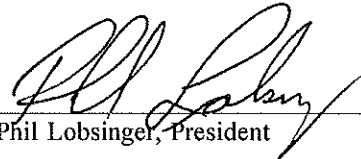
Section 2. The Association shall keep and maintain in its office a list of the names and addresses of each member of the Association. If membership is transferred from a member to a new person as a result of any sale, transfer, gift or other conveyance, including transfer of title as a result of a judicial sale conducted in accordance with Florida law, it shall be the obligation of the new member to notify the Association promptly of the new member's name and mailing address, together with information concerning the date on which membership was transferred. The Association shall be required to provide notice to members under these Bylaws, the Articles of Incorporation and the Declaration by delivering the same to the member's address on file in the Association office.

Section 3. Should any provision of these Bylaws be determined to be void or become unenforceable at law or in equity, the remaining provisions of these Bylaws shall remain in full force and effect.

Section 4. The headings provided to each Article in these Bylaws are for reference purpose only and shall not be given substantive meaning or effect; the use of any gender in the Bylaws shall refer to all genders wherever the context so requires and the use of the singular shall include the plural.

IN WITNESS WHEREOF, the foregoing were adopted as the Bylaws of WEDGEWOOD VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

Attest: 
Richard Williams, Secretary


Phil Lobsinger, President

1264 byl

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April 1, 1999

Board of Directors
Wedgewood Village Property
Owners Association, Inc.
c/o Winston Trail Swim & Racquet Club
5980 Winston Trails Boulevard
Lake Worth, Florida 33463
Attention: Ken Arnesen, Property Manager


Re: Recorded Bylaws of Wedgewood Village Property Owners Association, Inc.

Dear Board Members:

Enclosed are the original recorded Bylaws of Wedgewood Village Property Owners Association, Inc. which we received from the Clerk of the Court. The amendment was recorded March 24, 1999, and became effective as of that date.

Please keep the original recorded Bylaws with the Association's official records. Please contact me if you have any comments or questions.

Very truly yours,


David A. Core
For the Firm

DAC/jc
Enclosure