

This Instrument Prepared By:
ROD TENNYSON, ESQ.
14550 Centrepark Blvd.
Suite 100
West Palm Beach, FL 33401

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Palm Beach County, Florida
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**AMENDMENT TO THE DECLARATION
OF CONDOMINIUM AND BY-LAWS OF
WALTHAM D CONDOMINIUM**

As Recorded in Official Records Book 1700, Page 1243
as amended
ORB 3277 P 676
ORB 5173 P 1528
ORB 6400 P 1532
ORB 6612 P 1907
Public Records of Palm Beach County, Florida

As used herein (unless substantially reworded) the following shall apply:

- A. Words in the text which are ~~lined through~~ with hyphens indicate deletions from the present text.
B. Words in the text which are underlined indicate additions to the present text.
C. Whenever an ellipsis (. . .) appears in the text this indicates that this portion of the present text remains intact to the point where the next typewritten material appears.

We hereby certify that the attached amendments to the Declaration of Condominium and Bylaws were approved by in excess of 75% vote of the Membership at a duly called meeting on 1/26/06, 2006, to establish Waltham D Condominium Association at Century Village Inc. as the new operating entity for the Condominium.

Waltham D Condominium Association at Century Village Inc

By: [Signature]
President
Attest: Theresa Blanchette
Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30 day of January, 2006, by Sylvia Lawrence President, and Theresa Blanchette, Secretary. Both are personally known to me and ~~he~~ she did or [] did not take an oath. The President (please check one of the following) ~~he~~ she is personally known to me or [] has produced _____ (type of identification) as identification and (please check one of the following) ~~he~~ she did or [] did not take an oath; the Secretary (please check one of the following) ~~he~~ she is personally known to me or [] has produced _____ (type of identification) as identification and (please check one of the following) ~~he~~ she did or [] did not take an oath.



Eric J. Silsby
MY COMMISSION # DD183636 EXPIRES
February 12, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public

Printed Notary Name

My Commission Expires:

cvlucoamen3.wpd

1. Article IX of the Declaration entitled "THE OPERATING ENTITY" is amended as follows:

The operating entity of the Condominium shall be ~~an incorporated (if applicable)~~ Waltham D Condominium Association at Century Village Inc., pursuant to Section 718.111 F.S. which shall be organized and fulfill its functions pursuant to the following provisions: -

A. The name of the Association shall be Waltham D Condominium Association at Century Village Inc ~~as specified at the end of this Declaration.~~

.....

1. Article I of the Bylaws entitled "IDENTITY" is amended as follows:

ARTICLE I. IDENTITY

The following By-Laws shall govern the operation of the Condominium created by the Declaration of Condominium to which these By-Laws are attached.

The Association whose name is ~~appears at the end of this instrument is an Association,~~ Waltham D Condominium Association at Century Village Inc., organized and existing pursuant to the Florida Condominium Act for the purpose of administering the aforesaid Condominium. ~~If applicable,~~ A copy of the Articles of Incorporation of said Association is attached hereto as Exhibit #3.

.....

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WALTHAM D CONDOMINIUM ASSOCIATION, AT CENTURY VILLAGE INC., a Florida corporation, filed on January 24, 2006, as shown by the records of this office.

The document number of this corporation is N06000000993.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
First day of February, 2006



CR2EO22 (01-06)

Sue M. Cobb
Sue M. Cobb
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 24 AM 7:39

ARTICLES OF INCORPORATION

(A Corporation Not for Profit under Chapter 617 and 718, F.S.)

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under Chapters 617 and 718, Florida Statutes, and certify as follows:

ARTICLE I

Name

The name of the corporation is **WALTHAM D CONDOMINIUM ASSOCIATION, at CENTURY VILLAGE INC.** (hereinafter referred to as the "Association" or the "Condominium").

ARTICLE II

Principal Office

The principal office of the Association shall be 74 Waltham D, West Palm Beach FL, 33417

ARTICLE III

Purpose

A. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, (hereinafter referred to as the "Act", for the operation of the Waltham D Condominium of Century Village at West Palm Beach, Palm Beach County, Florida.

B. The Association will make no distributions of income to its members (as defined in Article IV hereof), Directors or officers.

ARTICLE IV

Powers

The powers of the Association will include and be governed by the following provisions:

A. The Association will have all the powers of a corporation not for profit not in conflict with the terms of these Articles.

B. The Association will have all the powers and duties set forth in the Act, except as limited by these Articles and the Declaration of Condominium for the Association; and it will have all the powers and duties reasonably necessary to operate said condominium pursuant to the Declaration of Condominium, as it may be amended from time to time, including, but not limited to the following:

1. To make and collect assessments against members in order to meet the common expenses of the condominium.

2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the condominium property.
4. To purchase insurance for the condominium property and for the protection of the Association and its members as unit owners.
5. To reconstruct improvements after casualty and to further improve the condominium property.
6. To make and amend reasonable regulations respecting the use of the condominium property.
7. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the By-Laws of the Association.
8. To enforce by legal means the provisions of the Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the condominium property.
9. To contract for the management and operation of the condominium, including the common elements, and thereby to delegate powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or the membership of the Association.
10. To employ personnel to perform the services required for the proper management and operation of the condominium.

C. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Condominium, the By-Laws of the Association, and the Act.

ARTICLE V

Manner of Election and Members

A. The members of the Association will be all record owners of units in the Condominium.

B. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

C. The owner of each unit will be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by unit owners and the manner of exercising voting rights will be determined by the Declaration of Condominium, the By-Laws of the Association, and the Act.

ARTICLE VI

Manner of Election and Directors

A. The affairs of the Association will be managed by a Board of Directors. The number of Directors shall not be greater than seven (7).

B. Directors will be elected at the annual meeting of the members in the manner determined by the Act and the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided in the By-Laws of the Association and the Act.

C. Directors named in these Articles will serve until the election of Directors at the next annual meeting of the members, and any vacancies in their number occurring before said meeting will be filled as provided in the By-Laws.

ARTICLE VII
Initial Directors and Officers

The affairs of the Association will be administered by the directors officers designated in the By-Laws of the Association. Said officers will be elected as provided in the By-Laws. The names and addresses of the directors and officers who will serve until their successors are designated are as follows:

SYLVIA LAWRENCE, PRESIDENT/ DIRECTOR
74 WALTHAM D
W. PALM BEACH FL 33417

MARY LOUIS SMITH TREASURE / DIRECTOR
80 WALTHAM D
W. PALM BEACH FL 33417

CYNTHIA TAYLOR CO-TREASURE/ DIRECTOR
90 WALTHAM D
W. PALM BEACH FL 33417

THERESA BLANCHETTE, SECRETARY / DIRECTOR
79 WALTHAM D
WEST PALM BEACH FL

MARTIN BRODY, VICE PRESIDENT / DIRECTOR
73 WALTHAM D
WEST PALM BEACH FL

ARTICLE VIII
Indemnification

Every Director and every officer of the Association will be indemnified by the Association against all expenses and liabilities (including legal fees) reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer of the Association at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided that in the event of a settlement, this right of indemnification will only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE IX
By-Laws,

The By-Laws of the Association may be altered, amended or rescinded in the

manner provided by said By-Laws.

ARTICLE X
Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

A. Notice of the subject matters of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval in writing, provided such writing is delivered to the Secretary at or prior to the meeting.

C. Proposed amendments may be passed if approved by not less than sixty-six percent (66%) of the votes of those present in person or proxy, provided a quorum is present.

D. Provided, however, that no amendment may be made that is in conflict with the Act or the Declaration of Condominium or By-Laws.

E. A copy of each amendment shall be filed with the Secretary of State, State of Florida.

ARTICLE XI
Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

SYLVIA LAWRENCE, 74 WALTHAM D, W. PALM BEACH FL 33417

ARTICLE XII
Initial Registered Agent and Office

The initial registered office of this corporation is:

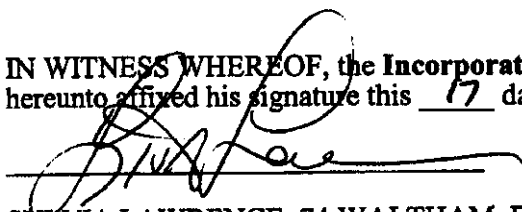
SYLVIA LAWRENCE, 74 WALTHAM D, W. PALM BEACH FL 33417

IN WITNESS WHEREOF, the Registered Agent having been named to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity, has hereunto affixed his signature this 17 day of JANUARY, 2006.



SYLVIA LAWRENCE, 74 WALTHAM D, W. PALM BEACH FL 33417

IN WITNESS WHEREOF, the Incorporator to these Articles of Incorporation has hereunto affixed his signature this 17 day of January, 2006.


SYLVIA LAWRENCE, 74 WALTHAM D, W. PALM BEACH FL 33417

NOT A CERTIFIED COPY