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**CERTIFICATE OF FIRST AMENDMENT TO THE  
AMENDED AND RESTATED DECLARATION OF PROTECTIVE  
COVENANTS AND AMENDED AND RESTATED BYLAWS OF  
CAPTAIN'S KEY PROPERTY OWNERS ASSOCIATION, INC.**

**WHEREAS**, the Amended and Restated Declaration of Protective Covenants, including the Amended and Restated Bylaws of for Captain's Key Property Owners Association, Inc. (the "Association") was recorded September 3, 2008, in Official Records Book 22838 at Page 1315; of the Public Records of Palm Beach County, Florida (the "Declaration" and "Bylaws"); and

**WHEREAS**, Paragraph XIII of the Declaration, provides for amendment of the Declaration by approval of not less than sixty-six percent (66%) of the votes cast by voting members, voting in person, by proxy, or absentee ballot, at any regular or special meeting of the unit owners, and, by execution and recording of an appropriate instrument in the public records of Palm Beach County, Florida; and

**WHEREAS**, Article XI of the Bylaws, provides for amendment of the Bylaws by approval of a majority of a quorum of the Members present, voting in person, by proxy, or absentee ballot, at any regular or special meeting of the unit owners, and, by execution and recording of an appropriate instrument in the public records of Palm Beach County, Florida; and

**WHEREAS**, not less than the required votes cast by voting members, as set forth above, did vote at a meeting held on April 5, 2018 to amend the Declaration and the Bylaws in the various particulars as set forth in Exhibit "A" attached to this Certificate;

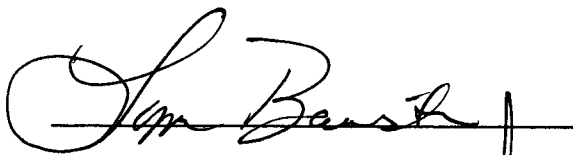
NOW, THEREFORE, the Amended and Restated Declaration of Protective and the Amended and Restated Bylaws for the Association be and are hereby amended in the particulars as stated in Exhibit "A" hereto and, except as otherwise amended hereby, the balance of the terms contained within the Declaration and Bylaws shall remain unchanged and in full force and effect.

**CERTIFICATE OF ADOPTION OF AMENDMENT**

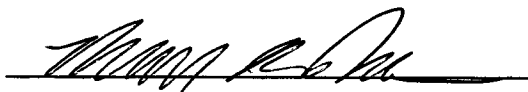
WE HEREBY CERTIFY that the attached Amendments were duly adopted as Amendments to the Amended and Restated Declaration of Protective Covenants and the Amended and Restated Bylaws of CAPTAIN'S KEY PROPERTY OWNERS ASSOCIATION, INC., and that not less than the required votes cast by voting members, as set forth above, voting in person, by proxy, or absentee ballot did vote for and approve same at a meeting held on April 5, 2018.

IN WITNESS WHEREOF we have ~~hereto~~ set our hands and seals as of the 2nd day of July, 2018.


CAPTAIN'S KEY PROPERTY  
OWNERS ASSOCIATION, INC.

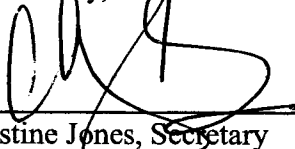


(Printed Name of Witness)



Russell B. Jones  
(Printed Name of Witness)

By:   
Gretta Curry, President

Attest:   
Christine Jones, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 2nd day of July, 2018, before me, the undersigned authority, personally appeared Gretta Curry and Christine Jones, President and Secretary, respectively of CAPTAIN'S KEY PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, who are personally known to me or who presented \_\_\_\_\_

\_\_\_\_\_ as identification and who are to me known to be the individuals and officers described herein and who executed the aforesaid Certification as their free act and deed as such duly authorized officers; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal at North Palm Beach, Palm Beach County, Florida the day and year last aforesaid.

NOTARY PUBLIC JOHN R. BANISTER  
STATE OF FLORIDA  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF897297  
Expires 7/6/2019

John R. Banister  
(Printed Name of Notary)

**EXHIBIT "A"**

**AMENDMENTS TO THE DECLARATION OF PROTECTIVE COVENANTS AND BY-LAWS FOR CAPTAINS KEY**

As used herein the following shall apply:

- A. Words in the text which are lined through (-----) indicate deletions from the present text.
- B. Words in the text which are underlined indicate additions to the present text.
- C. When entire sections are replaced or new sections are added, the text is reproduced without underlining, in quotation marks (" ").

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**Paragraph IV, Section (e) of the Declaration of Protective Covenants shall be amended as follows:**

(e) ~~No garbage, or recycling container or yard waste shall be placed on any lot or easement or right of way for collection, and~~ All empty garbage and recycling containers shall be removed from any collection point upon collection so as to ensure that any garbage container or yard waste is not visible from the street for more than twenty-four (24) hours in total per collection period. All garbage containers shall be maintained, stored, and placed for collection in a neat and orderly fashion so as to not create unnecessary nuisance, disturbance or unsightliness. All garbage placed in garbage containers shall be sealed in standard trash bags made of material or sufficient strength to contain garbage placed therein without ripping or tearing. All yard waste shall be handled according to the guidelines set forth by the Solid Waste Authority.

**Paragraph IV, Section (g) of the Declaration of Protective Covenants shall be amended as follows:**

- (g) All driveways shall be completed prior to occupancy and all

driveway surfacing material shall be approved by the Architectural Committee. Additionally, each lot owner shall construct and maintain in a safe condition a concrete sidewalk of the same material, dimensions, style, appearance and grade as existing sidewalks except to the extent that the Captains Key Dependent District assumes responsibility for such sidewalks over drainage easements within their control. Sidewalks shall be constructed on the road right-of-way along the entire front property line and contiguous to said property line to the extent that same is a continuation of the existing sidewalk structure.

**Paragraph XIX of the Declaration of Protective Covenants shall be amended as follows:**

**OWNERS' SPECIAL RIGHTS OF THE ASSOCIATION -**

**MAINTENANCE**

Each Owner shall keep their Lot, adjacent waterway and all improvement thereon, in good order and repair and free of debris including, but not limited to, seeding, watering, mowing of lawns, the pruning and cutting of all trees and shrubbery, maintaining mangroves trimmed to the lowest level allowed by law and in a manner which facilitates navigation of waterways, trimming all foliage which interferes with ingress or egress of navigable waters and painting (or other appropriate external care) of all buildings, seawalls, and other improvements, all in a manner and with such frequency as is consistent with good property management. Each Owner shall prior to undertaking any work, and at all times thereafter, obtain any governmentally required permits so as to authorize Owner to lawfully maintain, trim or cut mangroves as required above. Owner shall be responsible for any fees associated with the issuance or maintenance of such permits and shall indemnify and save Association harmless from any failure of Owner to

lawfully undertake the maintenance, trimming or cutting of mangroves. Seawalls shall be maintained so as to prevent erosion into the canals or washouts. In the event that an Owner shall fail to maintain such lot and improvements situated thereon, as provided herein and elsewhere in this Declaration, the Association, upon approval by two-thirds (2/3) vote of the full Board of Directors and after reasonable notice to the particular Owner, shall have the right, but not the obligation, to enter upon said lot to repair, maintain and restore the lot and the exterior of the buildings and any other improvements thereon, including trimming of mangroves and maintenance or construction of seawalls, and such entry shall be deemed with the consent of the Owner and shall not constitute a trespass. All costs related to such correction, repair or restoration shall become a special assessment upon said lot, and collectible as any other special assessment provided for in this Declaration and the By-Laws of the Association.

**Article VII of the By-Laws of the Association shall be amended as follows:**

2. Nominations: ~~Nominating Committee:~~ Nominations for election to the Board of Directors may be made prior to or at the Annual Meeting. A Notice of Intent to Run form will be sent out with the Notice of Annual Meeting packet. Members may self nominate or be nominated at the Annual Meeting. ~~shall be made by the Nominating Committee, which shall consist of a Director, who shall be the Chairman, and one or more Members of the Association, or an Officer or a Corporate Member. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the Members to serve during such Annual Meeting and until the next Annual Meeting or until its successor shall have been duly designated and qualified. The Members of the Nominating Committee shall be announced at each Annual Meeting of the Members. Only Members who are current with all financial obligations to the Association shall be qualified to hold office. Additionally, Members who are, at the time of the election, either selling their Lot or listing same for sale shall not be qualified to hold a seat on the Board of Directors or act as officers of the corporation.~~

3. ~~Nominees.~~ ~~The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies to be filled. Such nominations may be made from among Members of nonmembers, as the Committee in its discretion shall determine.~~ Nominations shall be placed on a written ballot as provided in Section 4 and shall be

made in advance of the time fixed in Section 4 for the mailing of such ballots to the Members.

4.3. Procedure. Only if there are more nominations for the Board of Directors at the Annual Meeting than there are vacancies to be filled will an election be held.

At the Annual Meeting two (2) Inspectors of Election will be appointed by the current President to be responsible for distribution, collection and tallying of ballots. The Inspectors of Election shall not be either current members of the Board of Directors nor candidates running for office.

All elections of the Board of Directors shall be made on written ballots which shall:

- a) List all nominees eligible for election with a check space next to each name.
- b) List the name and signature of the voting Member or the name of the member for whom a proxy form is being submitted.
- c) Designate the number of vacancies to be filled and describe same.
  - (a) ~~describe the vacancies to be filled;~~
  - (b) ~~set forth the names of those nominated by the Nominating Committee for such vacancies; and~~
  - (c) ~~contain a space for a write in vote by the Members for each vacancy.~~

~~Such ballot shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the Annual Meeting or any Special Meeting called for the purpose of electing Directors).~~

5.4. Voting. Each Member present shall complete a ballot on which the Member may cast the number of votes to which the Member is entitled. Each Member shall be mailed a ballot on which he may cast the number of votes to which he is entitled. The completed ballot shall be returned in the manner hereinafter outlined. The ballot shall bear on its face the name and signature of the Member, the number of votes being cast and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes stated therein. The ballot shall be returned to the Secretary at such an address as may be clearly designated by the Secretary.

6.5. Processing. Upon the receipt of each return, the Inspectors of Election Secretary shall immediately place it in a safe place. Not more than twenty one (21) days prior to the day set for the meeting at which the elections are to be held, the envelopes shall be turned over, unopened, to an Election Committee which shall consist of three (3) persons appointed by the Board of Directors. All returns thereafter received by the Secretary on or before the date set for a return shall accordingly be turned over to the Election Committee. The Election Committee shall adopt a procedure which shall:



- (a) establish that the Member is entitled to cast either personally or by proxy, the number of votes indicated on the ballot; and
- (b) that the signature of the Member on the ballot is genuine; and
- (c) if the vote is by proxy, ~~that the proxy has been filed with the Secretary as provided in Article IV, Section 4 and~~ that each proxy is valid.

After the procedure has been completed relative to a ballot, the count of the vote shall be taken and the election results announced. All election procedures shall be held in compliance with the requirements of F.S. 720.303 as may be amended from time to time.

~~All ballots and proxies as well as any continuing tally of the votes shall be kept by the Election Committee, when not being processed, in a safe place. The ballots shall be retained for ninety (90) days after the meeting and then destroyed.~~

**END OF DOCUMENT**

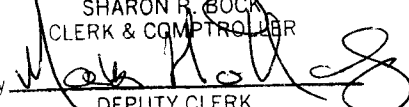


STATE OF FLORIDA • PALM BEACH COUNTY

I hereby certify that the foregoing is a true copy of the record in my office with redactions, if any as required by law.

THIS 13 DAY OF July, 2018

SHARON R. BOCK  
CLERK & COMPTROLLER

By  DEPUTY CLERK