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CERTIFICATE OF AMENDMENT TO BYLAWS

COME NOW, GORDON D. CRAIG, and ELIZABETH A. RIVERS, as President and Secretary, respectively, of THE NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC., a Florida not for profit corporation, and file this Certificate Of Amendment to the Bylaws of THE NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC. and hereby certify that the attached SECOND AMENDED BYLAWS were duly adopted by THE NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC., on the 4th day of November, 2002, in accordance with the provisions for amendment of same.

ATTEST:
(ASSOCIATION SEAL)

THE NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC.,

By: Gordon D. Craig, as President

By: Elizabeth A. Rivers, as Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GORDON D. CRAIG, as the President and ELIZABETH A. RIVERS, as the Secretary, of THE NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC., and they acknowledged that they executed the same freely and voluntarily under the authority duly vested in them by the Association, that the seal affixed hereto is the true seal of the Association, and that they produced the following form or identification:

FL. Drivers License, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the State and County last aforesaid this 18 day of November, 2002.

Seal:

DARLENE K. ARMES
Notary Public, State of Florida
My comm. exp. Aug. 18, 2005
Comm. No. DD 023876

Darlene K. Armes
Notary Public
My Commission Expires: 8/18/06

SECOND AMENDED BYLAWS
FOR NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I - MEETINGS

SECTION 1.

Effective with fiscal year 2002, the Annual Meeting of the Association membership shall be held at a readily accessible location in Martin County during the first fifteen days of November, or at such other time as the Board of Directors may deem feasible.

SECTION 2.

Special meetings of the Association may be called by any of the following methods:

1. By the President
2. By three (3) members of the Board of Directors
3. Upon written request to the Secretary by certified mail at the official address of the Association, together with a petition signed by at least twenty-five (25) Association members of record in good standing. Alternative delivery of a complete original membership petition with all signatures may be in person at a Board meeting.

All requests must set forth the purpose of the special meeting. Petitions must include identifying information for each signature, consisting of: printed names, addresses, phone numbers, and signatures with the date of signature. A special meeting thus called must be held within sixty (60) business days following the receipt of the complete request. Said request will be presented by the Secretary to the Board of Directors at the next regularly scheduled Board meeting following postal receipt by the Secretary or delivery in person at a Board meeting. All submitted requests and petitions shall become part of the official Documents of the Association and shall be retained as part of its permanent records.

Withdrawal of submitted requests and petitions shall be effected by a written statement delivered to the Secretary and signed by a sufficient member of the Association members in good standing withdrawing their signatures from the originally submitted petition, so that the original petition with the signatures deleted shall no longer meet the requirement of containing at least twenty-five (25) signatures of association members of record in good standing.

SECTION 3.

All meeting notices shall be posted at least 48 hours in advance, and mailed to Association members of record at least 30 days in advance of the meeting, or made available as otherwise required by law. Forms for designating a proxy and absentee ballots will be mailed to members of record by first class mail, prior to all meetings where Association votes are required.

SECTION 4.

At all meetings of the Association unless otherwise noted, 10 % of the members of record in good standing shall be considered a quorum. Those members having returned a proxy or absentee ballot shall be included in the count towards establishing a quorum. Certain voting issues set forth in these bylaws shall require a "super quorum." The term "super quorum" shall constitute a requirement that the quorum needed to conduct the meeting addressing said issue shall be 30 % of the members of record in good standing. Those members who have returned the proxy or absentee ballot shall also be included in the count towards establishing a super quorum.

SECTION 5.

At any meeting of the Association, a majority of members voting in person, by proxy, or by absentee ballot shall prevail, except as otherwise noted.

[Filed with Martin County _____; OR Book _____, Pages _____]

Rev. Date: 9/18/2002

SECOND AMENDED BYLAWS
FOR NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC.

SECTION 6.

Each parcel or lot within the North River Shores Community, constituting Sections 1, 2, 3A, 3B, 4, 5A and 6, of North River Shores; North River Forest; and Cocoanut Park Section (1), subdivisions of Martin County, Florida, shall be entitled to one (1) vote at all meetings subject to Section I, Article IV. The owner of two (2) or more contiguous parcels containing only one dwelling unit shall be entitled to one (1) vote. Vacant lots that are not contiguous to another lot owned by the same person or entity that contains dwelling units shall be entitled to one (1) vote.

In the event a parcel or lot is jointly owned, the owners shall designate one (1) of the owners who shall be entitled to vote. In the event a parcel or lot is owned by an entity, that entity shall designate the person entitled to vote on its behalf. Votes may be cast in person, by proxy, or by absentee ballot. A proxy designated by any member entitled to vote is valid for the particular meeting designated in the proxy.

All proxies and absentee ballots must be received by the Secretary of the Association prior to the vote on the issue for which it is given. Effective two (2) years from the enactment and recordation of these Second Amended Bylaws, with no further action, the Bylaws shall be deemed amended, to change the term "Member," so that the term "Member" shall include only those parcels or lots that are encumbered by the Amended and Restated Restrictive Covenants of North River Shores Section 1, 2, 3A, 3B, 4, 5A and 6, North River Forest and Cocoanut Park Section (1), Martin County, Florida.

SECTION 7.

Robert's Rules of Order shall govern Parliamentary Procedure.

ARTICLE II - BOARD OF DIRECTORS

SECTION 1.

There shall be a Board of Directors of nine (9) members, elected by the membership. To be eligible for Director an individual must reside in North River Shores, during not less than nine (9) months of the year preceding their election and be a property owner or the legal spouse or whose name is recorded on the Deed and is a property owner in the North River Shores community, who is a member in good standing, eligible to vote.

SECTION 2.

At each annual meeting three (3) Directors shall be elected to serve a three (3) year term. Additional Directors to fill vacancies created by year-end resignations likewise shall be announced by the Nominating Committee, and shall be elected for the unexpired term at the Annual Meeting.. The Nominating Committee shall list as candidates on the North River Shores Property Owner's Association (NRSPOA) election ballot, the names of all members in good standing who submit a statement of candidacy at least sixty (60) days prior to the election meeting. Nominations shall also be accepted from the floor. The NRSPOA election process shall endeavor to maximize membership participation through the use of absentee and proxy voting. In order to be elected, a candidate for Director must receive total votes in favor of their election in excess of 10% of the membership. The qualified candidates receiving the highest percentage of favorable votes as compared to unfavorable votes, shall be elected to the positions for which they are nominated.

SECTION 3.

No member having served two (2) consecutive 3-year terms as Director shall be eligible to serve on the Board until one (1) year has elapsed since they were last on the Board of Directors.

[Filed with Martin County _____; OR Book _____, Pages _____]

SECTION 4.

In case of an interim vacancy on the Board of Directors, the Board shall appoint a replacement until the next election of Board Members. When a Board member provides the Board of Directors with written, signed notice that he/she will be absent or otherwise unable to perform his/her duties for more than three (3) months, the Board shall have the power to grant a leave of absence, and appoint a temporary replacement to the Board to vote during the absence of the regular member.

SECTION 5.

Regular meetings of the Board of Directors shall be held at such times and places as shall be designated by the Board but at least one (1) meeting shall be held each calendar quarter.

SECTION 6.

Special meetings of the Board of Directors may be called by the President or by any three- (3) members of the Board.

SECTION 7.

At any meeting of the Board of Directors, 2/3 of the members shall constitute a quorum.

SECTION 8.

The Board of Directors shall exercise supervisory powers over the affairs of the Association, set all policies, and make all decisions with reference to the transaction of its business. The Board shall maintain the official records of the Association, and shall make them available for inspection and photocopying upon written request.

SECTION 9.

No member of the Board of Directors shall receive compensation for service as a Director. However, officers and directors may be compensated for performing additional tasks if approved by a majority of Board members and included in an approved budget.

SECTION 10.

It shall be the policy of the Association to protect, defend, indemnify and hold harmless, the Directors and Officers of the Association, and those appointed to act on their behalf, against any and all liabilities or claims of liability arising from the performance of their duties on behalf of the Association. This protection shall be provided in part by continuous insurance coverage for General Liability and for Directors' and Officers' liability of not less than $1,000,000.00.

SECTION 11.

The Board shall have the power to remove from office any Board member who, after being duly notified of a performance hearing before the Board, is found at such hearing, by a two thirds vote of the full Board membership to be ineffective in executing a Board member's duties.

Association members shall have the power to recall (remove from office) a Board member by one of the following methods:

1. A majority of association members shall sign a document indicating their desire to recall a named Board member.

2. A special meeting must be called, per Section 2 c, with a purpose of considering the recall of a named Board member. A vote shall be taken at the meeting to approve the recall.

ARTICLE III – OFFICERS

SECTION 1.

The Officers of the Association shall consist of a President, Vice President, Secretary, and a Treasurer, elected annually for a term of one (1) year, by the Board of Directors from their own membership.

[Filed with Martin County _____; OR Book _____, Pages _____]

SECTION 2.

The President shall preside at all meetings and shall have such general supervision of the affairs of the Association as shall be delegated to him/her by the Board of Directors; may sign all contracts, deeds, and all other instruments of the Association as authorized by the Board of Directors; shall make reports to the Board of Directors and members, and shall perform all such other duties as are incidental to is/her office or are properly required of him/her by the Board of Directors.

SECTION 3.

The Vice President shall perform such duties as may be assigned to him/her by the Board of Directors, and he/she shall have the power to sign contracts, deeds, and other instruments as an alternate to the President. In case of death, disability or absence of the President, he/she shall perform and be vested with all the duties and powers of the President.

SECTION 4.

The Secretary shall have custody of, and maintain, all of the records, except the financial records; shall record the minutes of all meetings of the members and Directors; and send out notices of meetings. He/she shall have custody of all books, records, and papers of the Association, except such as shall be in charge of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors. He/she shall perform such other duties as may be prescribed by the Board of Directors.

SECTION 5.

The Treasurer shall make disbursements, shall have custody of all funds, membership receipts and financial records, shall keep full and accurate account of receipts and disbursements, and render account thereof at each Board meeting and at the Annual Meeting. He/she shall deposit all monies and valuables in the name of and to the credit of the Association in such bank and depositories as the Board of Directors shall designate.

SECTION 6.

A vacancy occurring in any office shall be filled by a majority vote of the Board of Directors.

ARTICLE IV - MEMBERSHIP

SECTION 1.

1.1 A parcel shall be defined as one or more contiguous lots, under common ownership, regardless of how many dwelling units that parcel may contain.

1.2 Therefore, a condominium association within NRS shall be considered as one member. An apartment complex or duplex within NRS on a single parcel shall also be considered as one member.

1.3(a) For a period of two years from the passage of these Bylaws, an owner of contiguous lots on which single family dwellings are located may treat said parcel as a single entity for one membership. However, the owner may irrevocably elect in writing to separate the parcel into two or more lots, whereupon that owner shall have multiple memberships and be required to pay multiple assessments, one per designated lot, but the number of memberships may not exceed the number of dwelling units.

1.3(b) At the end of the two year period, this ability to treat these residential lots as one parcel shall terminate, at which time each parcel containing a single family residence shall constitute one membership with the obligation to pay assessments for each parcel with a dwelling unit.

All persons or entities owning one (1) or more lots or parcels in Cocoanut Park, North River Shores or North River Forest, shall be members of the North River Shores Property Owners Association, Inc., subject to the voting rights as hereinbefore set forth in Section 6, Article I. Voting rights of each member shall be contingent upon the member being current in the payment of all assessments imposed pursuant to and under Article V below. Failure to be current in the payment of assessments shall result in the suspension of membership privileges, specifically including the member's right to vote. It shall also remove their property from calculations related to quorums as herein provided.

[Filed with Martin County _____; OR Book _____, Pages _____]

SECTION 2.

Upon sale of property and recording of a deed to a new title owner, membership in the Association shall automatically be transferred to the new owner. While it is not the intention of the Association to approve or disapprove any transfer of title in North River Shores, it is important to the operation of the Association that notice be provided of any transfer. The closing agent should verify that all assessments are current, and should notify the Association that there has been a transfer of title.

SECTION 3.

Each member and the member's tenants, guests and invitees must comply with the rules of the Association. The Association may suspend, for a reasonable period of time, the rights of these individuals to use common areas and facilities, and may levy reasonable fines, for each violation of the rules.

SECTION 4.

Membership is subject to the restrictions imposed by Article I, Section 6, of the Bylaws. Joint owners shall be considered a member, restricted to one (1) vote per membership. Membership by a corporation shall be vested in the person authorized by such corporation.

ARTICLE V – ASSESSMENTS

SECTION 1.

Each year, the Board of Directors may appoint members in good standing to a Finance and Budget Committee. The Finance and Budget Committee shall prepare and submit to the Board of Directors a proposed annual budget for the following year. The Board of Directors shall review and may approve the annual budget as initially presented by the Finance and Budget Committee for the following year.

The budget approved by the Board of Directors shall be presented to the membership at the annual meeting for approval. Notices of the annual assessment, based on this budget and equal for each member, shall be mailed to all members of record by December 1st of each year. Payment by all Association members shall be due by January 1st and will become delinquent if not received by January 31st.

Members who are delinquent in the payment of assessments shall also pay a late fee of $25.00, together with interest at the maximum rate permitted by law, until paid.

SECTION 2.

All members of the Association shall be required to pay the annual assessment. If the amount of the assessment is to exceed the previous year's assessment, it must have the approval of a majority of the members, present, by proxy, or by absentee ballot at a duly convened regular or special meeting called at least in part to secure this approval.

SECTION 3.

The Board of Directors may propose a special assessment, equal for each property owner, at any time of the year. The purpose of the special assessment must be cost justified, and may include, but is not limited to the cost of construction, reconstruction, or unexpected repair or replacement of a capital improvement, or clean up of weather related damage. Any special assessment shall be limited to $125 per member per year.

The meeting where such a special assessment may be considered by the membership, shall constitute a super quorum as previously defined in these Bylaws, and shall require the approval of 2/3rds of the ballots cast by the members voting at the meeting, either in person, by proxy, or by absentee ballot at the special meeting. If passed, notice of the special assessment shall be mailed to all Association members. The special assessment shall become delinquent if not received by the Association within 30 days following the designated due date, and shall thereafter be subject to a late fee of $25.00, together with interest which shall accrue at the maximum rate permitted by law, until paid.

ARTICLE VI - COMMITTEES

SECTION 1.

Appointment to standing committees shall be made by the Board of Directors. The appointments shall be made not later than the second regular meeting of the Board of Directors after each annual election, and members on the committees shall serve at the will of the Board.

 [Filed with Martin County _____; OR Book _____, Pages _____] Rev. Date: 9/18/2002

SECOND AMENDED BYLAWS
FOR NORTH RIVER SHORES PROPERTY OWNERS ASSOCIATION, INC.

SECTION 2.

At the second regular Board of Directors meeting, the Board shall appoint a Nominating Committee Chairperson, who shall be a member of the Board of Directors, as well as two (2) other persons from the membership at large to serve on the Nominating Committee. It shall be the duty of this committee to search for and nominate members to be voted upon to serve as Directors for the subsequent year. The Nominating Committee shall list as candidates on the NRSPOA election ballot, the names of all members in good standing who submit a statement of candidacy sixty (60) days prior to an election meeting. Additional nominations may be made from the floor.

SECTION 3.

The Maintenance Committee shall be responsible for attending to routine care of common properties and assisting with improvement projects and the solution of Association maintenance problems throughout the neighborhood.

SECTION 4.

The Restrictive Covenants Committee shall be responsible for approving on behalf of the Association, all plans for structures, additions, docks and all other items requiring permits and approvals. It shall also be the responsibility of this committee to investigate all complaints relative to restrictive covenants violations reported and take action as specified by the Board of Directors.

SECTION 5.

The Legal Committee or Advisor shall be responsible for providing legal interpretations as requested by the Board of Directors. The Committee or Advisor shall work in conjunction with the Restrictive Covenants Committee in the enforcement program, collaborate with other committees, and outside counsel, as necessary, concerning legal matters. The Board shall not engage in any litigation, other than the enforcement of existing Deed Restrictions, or the enforcement of contracts with outside contractors or suppliers, without the specific approval of 2/3 of the ballots, proxies, or absentee ballots cast by the members at a special meeting requiring a super quorum as hereinbefore defined.

SECTION 6.

The Membership Committee shall be responsible for updating and maintaining the membership list, preparing and mailing assessment notices, tracking and encouraging membership in the Association, with the assistance of an ad hoc committee for the continuing effort to re-sign expired and unsigned property owners.

SECTION 7.

The Neighborhood Volunteer Liaison may report on volunteer groups active in the community. The NRSPOA does not specifically endorse these groups, but may provide information relevant to membership, function, and status of these groups in its official publication the Scoop. This information will be provided as a community service only.

Other committees may be formed, as the Board of Directors feels necessary to fulfill its responsibilities, e.g., Social, Publicity, Beautification, Fund-Raising, *ad hoc* for special issues.

SECTION 8.

Should it become necessary to seek engineering, legal, financial or other professional advice, the Board of Directors shall establish a local architect, attorney, accountant or other professional with whom the committees may work.

SECTION 9.

The President shall serve ex officio on all committees.

SECTION 10.

The Association shall cause to be published a Board communication newsletter called "The SCOOP." The Board of Directors may appoint members in good standing to a SCOOP Committee to oversee its production. The Board shall select one of its members to chair this Committee and also appoint the Editor. Two (2) additional individuals from the Association Membership may be appointed by and to assist the editor. The Board will exercise best efforts to fill these Committee positions.

[Filed with Martin County _____; OR Book _____, Pages _____]

The editor shall be subject to recall in the same manner as a Director. The Board shall be responsible for approving all SCOOP content, and maintaining a quarterly Association events calendar, and notifying all NRSPOA members of upcoming Bylaws or Covenant changes and any Membership meetings sixty (60) days prior to any meeting to discuss said changes or to conduct a vote on any matter of NRSPOA business by the General Membership. When the SCOOP is used by the Board for membership notification purposes for critical events and meetings, The SCOOP Committee shall be supplemental to the duties of the Secretary as herein set forth.

SECTION 11.

The Finance and Budget Committee shall be responsible for developing the Association budget, and supervising the execution of any contracts for budgeted items. The treasurer shall chair the Committee. The Committee may consist of two additional members from the general membership and one additional Board member. The Board will exercise best efforts to fill these Committee positions. The Finance and Budget Committee shall meet not less than quarterly. The Committee shall conduct a meeting not less than 90 days prior to the annual meeting for the express purpose of drafting the Association budget for the upcoming year. The proposed budget will be submitted to the Board of Directors for their comment and review, and thereafter be submitted to the membership for approval.

ARTICLE VII – FINANCE

SECTION 1.

The fiscal year of the Association shall be from January 1, to December 31, inclusive.

SECTION 2.

The Board of Directors shall designate the depository for all funds of the Association.

SECTION 3.

Disbursements shall be by check, signed by two (2) of the following: the President, Vice President, Secretary, Treasurer, or other Board member designated by the Board.

SECTION 4.

The Board of Directors shall not obtain loans in the Association's name without the specific approval of 2/3 of the ballots cast at a meeting requiring a super quorum of the Association members of record in good standing.

ARTICLE VIII – BYLAWS

SECTION 1.

Any revision of the Bylaws shall become effective upon recording in the public records, following ratification at the Annual or a Special Meeting of the Association, and countersigned by the President and Secretary.

SECTION 2.

Any of these Bylaws may be altered, amended, or repealed by a vote of two-thirds (2/3) of the ballots cast at a meeting of the membership requiring a super quorum.

Votes may be cast by members of record in good standing, voting in person, by proxy, or by absentee ballot at an Annual meeting or a Special Membership Meeting called for the purpose of altering, amending or repealing said Bylaws, providing all other requirements of the Bylaws are met insofar as the super quorum and notification provisions.

[Filed with Martin County _____; OR Book _____, Pages _____]

SECOND AMENDED BYLAWS
FOR NORTH RIVERS SHORES PROPERTY OWNERS ASSOCIATION, INC.

This is to certify that in preparing this current revision of the Bylaws, proper notice was mailed by first class mail to all Association members of record, as defined by Article 1, Section 3, of these Bylaws and all other requirements were duly conformed to, and these proposed amendments were ratified at the Association Membership meeting held on the 4 th day of November, 2002.

Gordon D. Craig, President

Gordon D. Craig

11/18/2002

Date

Elizabeth A. Rivers Secretary

Elizabeth A. Rivers

11/18/2002

Date

North River Shores Property Owners Association, Inc.
P.O. Box 2202, Stuart, FL 34995
Voice & Fax Messages: 772-692-3939

The following documents were previously recorded in the Martin County Public Records at the locations listed below:

DOCUMENT	WHEN and WHERE RECORDED
Bylaws of the North River Shores Property Owners' Association, Inc., as approved by the membership on May 18, 1998	**September 8, 1999; OR Book 1422, Pages 0332-0336, Martin County Public Records**
Articles of Incorporation originally adopted by the Board of Directors of Cocoanut Park-North River Shores Property Owners' Association, Inc. (now known as North River Shores Property Owners' Association, Inc.) filed with the Secretary of the State Of Florida on September 18, 1974	**September 8, 1999; OR Book 1422, Pages 0337-0353, Martin County Public Records**
Amendment to the Articles of Incorporation filed with the Secretary of the State of Florida on March 23, 1984	
Amendment to the Articles of Incorporation filed with the Secretary of the State of Florida on October 4, 1984	