



CFN 20210424759

DR BK 32867 PG 1268  
RECORDED 09/14/2021 12:09:28  
Palm Beach County, Florida  
Joseph Abruzzo, Clerk  
Pgs 1268 - 1272; (5pgs)

After recording return to:  
Boca Bridges Homeowners Association, Inc.  
1600 Sawgrass Corporate Parkway, Suite 400  
Sunrise, Florida 33323

SPACE ABOVE THIS LINE FOR PROCESSING DATA

**CERTIFICATE OF FIRST AMENDMENT TO SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION AND FIRST AMENDMENT TO  
BYLAWS OF BOCA BRIDGES HOMEOWNERS ASSOCIATION, INC.**

**THIS CERTIFICATE OF FIRST AMENDMENT TO SECOND AMENDED AND  
RESTATED ARTICLES OF INCORPORATION AND FIRST AMENDMENT TO  
BYLAWS OF BOCA BRIDGES HOMEOWNERS ASSOCIATION, INC. (this  
"Certificate") is made as of the 9<sup>th</sup> day of September, 2021 by BOCA BRIDGES  
HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation (the  
"Association"), as follows:**

**WHEREAS**, the Declaration of Covenants, Restrictions and Easements for Boca  
Bridges is recorded in the Official Records of Palm Beach County, Florida in Official  
Records Book 30659, Page 810, to which the Amended and Restated Articles of  
Incorporation are attached as Exhibit "A", as amended from time to time (the "Articles")  
and the Bylaws of Boca Bridges Homeowners Association, Inc. are attached as Exhibit  
"C" (the "Bylaws"); and

**WHEREAS**, pursuant to Article XIII, Section B of the Articles, after the "First  
Conveyance" (as such term is defined in the Articles) and prior to the "Turnover Date" (as  
such term is defined in the Articles), the Articles may be amended by a majority vote of  
the Association's Board of Directors (the "Board") at a duly called meeting of the Board,  
without the prior written consent of the "Members" (as such term is defined in the Articles);  
and

**WHEREAS**, pursuant to Section 14.3 of the Bylaws, until the Turnover Date, the  
Bylaws may be amended by the "First Board" (as such term is defined in the Articles),  
without the consent, approval, or vote of the Members; and

**WHEREAS**, pursuant to Section 4.15 of the Bylaws, prior to the Turnover Date  
and except as to assessments, any action required or permitted to be taken at a meeting  
of the Board may be taken without a meeting if a consent in writing, specifically setting  
forth the action to be taken, is signed by all of the members of the Board entitled to vote  
with respect to the subject matter thereof, and such consent has the same force and effect  
as a unanimous vote of the Board; and

**WHEREAS**, the First Conveyance has occurred as of the date of this Certificate;  
the Turnover Date has not occurred as of the date of this Certificate; and the First Board  
remains as of the date of this Certificate; and

**WHEREAS**, on September 7, 2021, the Board approved amendments to the Articles and the Bylaws, as further set forth herein, by unanimous written consent of the Board made in accordance with Section 4.15 of the Bylaws.

**NOW, THEREFORE**, the Association, by and through the Board, hereby amends the Articles and Bylaws as follows:

1. **Preface.** The foregoing recitals are true and correct and are hereby incorporated as if fully set forth herein. All initially capitalized terms shall have such meaning as set forth in the Articles unless an alternative meaning is set forth herein.

*(new language shown by underline;  
deleted language shown by ~~strikeout~~;  
" \* \* \*" shows unaffected language)*

2. **First Amendment to the Second Amended and Restated Articles.**  
Article VIII, Section C of the Articles is hereby amended to provide the following:

C. In accordance with Section 720.307(2) of the HOA Act, the Members other than Declarant ("Purchaser Members") shall be entitled to elect one member of the Board after fifty percent (50%) of all the Lots to be constructed with a Home thereon (the "Total Developed Lots") have been conveyed to Members. The election of such one (1) Purchaser Member to the Board shall occur at the annual meeting of the Members following such conveyance. The term of such Purchaser Member elected to the Board shall terminate upon the Turnover Date and the election of the "Initial Elected Board" (as such term is hereinafter defined).

3. **First Amendment to the Bylaws.**

a. Section 3 of the Bylaws is hereby amended to add the following:

Section 3. Membership; Members' Meetings; Voting and Proxies

\* \* \*

3.7. Not less than sixty (60) days before any Annual Members' Meeting or special meeting at which elections of Directors are to occur (an "Election Meeting"), the Association shall mail, deliver or electronically transmit, whether by separate Association mailing or included in another Association mailing, delivery or transmission, including regularly published newsletters, to each Member entitled to a vote, a first notice of the date of the Election Meeting. Any Member or other eligible person desiring to be a candidate for

the Board must give written notice to the Association not less than forty (40) days before the Election Meeting. Together with an agenda, the Association shall mail, deliver or electronically transmit a second notice of the Election Meeting to all Members entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than 8 ½ by 11 inches, which must be furnished by the candidate not less than thirty-five (35) days before the Election Meeting, to be included with the mailing, delivery or electronic transmission of the ballot, with the costs of mailing, delivery or electronic transmission and copying to be borne by the Association. The Association shall not be liable for the contents of any information sheets prepared and supplied by the candidates. Elections shall be decided by a plurality of those ballots cast regardless of whether a quorum is attained; however, at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election of Members of the Board. Members may not vote for Directors by Proxy. Voting by secret ballots by Members shall be conducted in accordance with Section 720.306(8)(b) of the HOA Act. In the event any Member returns their ballot in the outer envelope, and such outer envelope conforms to the requirements of Section 720.306(8)(b) of the HOA Act, however the Member fails to return the ballot in an inner envelope, then in such event, the ballot shall be counted as if the ballot was returned in an inner envelope so as to enfranchise each and every vote possible. Any Member who fails to return the inner ballot envelope voluntarily waives his/her right to anonymity. Furthermore, at any Election Meeting, the "Chairperson" (as hereinafter defined in Section 7.2) shall appoint an "Election Committee" consisting of three (3) Members to supervise the election, count and verify ballots, disqualify votes if such disqualification is justified under the circumstances and certify the results of the election to the Board. The Election Committee shall be able to determine questions within its jurisdiction by plurality vote of all three (3) members, but matters resulting in deadlocked votes of the Election Committee shall be referred to the entire Board for resolution. No candidate for election, or spouse or immediate family member thereof, shall be appointed to the Election Committee.

\*\*\*

3.12. Notwithstanding any other requirement set forth herein, in accordance with Sections 617.0721 and 617.0820, Florida Statutes, as both are amended from time to time, any Meeting, including, but not limited to, Annual Members' Meetings and elections, may, at the discretion of the Board, be held in full or in part on an electronic platform, such as, by way of example only and not limitation, Zoom, so long as Members are provided an opportunity to observe and participate in such meeting as otherwise set forth herein and as required by the HOA Act. At any such meeting in which an election of one (1) or more Directors is to take place, the Board may require absentee ballots only, to be cast in accordance with Section 720.306, Florida Statutes.

- b. Section 4 of the Bylaws is hereby amended to add the following:

Section 4. Board; Directors' Meetings

\*\*\*

4.5. Regular meetings of the Board may be held at such times and places in the County as shall be determined from time to time by a majority of the Directors. Special meetings of the Board may be called at the discretion of the President or the Vice President. Special meetings must be called by the Secretary at the written request of at least one third (1/3) of the Directors. Any such special meeting may be held in the County at such date, time and place as determined by the Directors requesting such meeting or in such other place as all of the Directors shall agree upon. Notwithstanding any other requirement set forth in Section 4, in accordance with Sections 617.0721 and 617.0820, Florida Statutes, as both are amended from time to time, regular and special meetings of the Board may, at the discretion of the Board, be held in full or in part on an electronic platform, such as, by way of example only and not limitation, Zoom, so long as Members are provided an opportunity to observe and participate in such meeting.

\*\*\*

