

CLERK CIRCUIT COURT

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SPECIAL MEETING
OF THE
BOARD OF DIRECTORS

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O.R. 4867 PAGE 1341

A special meeting of the incorporators and subscribers of PENTHOUSE VILLAS AT MORNINGSIDE ASSOCIATION, INC. was held at 1456 U.S. 19 South, Suite 305, Clearwater, Florida 33516 on the 12th day of June, A.D. 1979 at 4 p.m.

John To, a subscriber to the Articles of Incorporation called the meeting to order. Upon motion duly made, seconded and carried, PHILLIP E. MARK was elected Chairman of the meeting and KATHLEEN O'MALLEY was elected Secretary, thereof.

The Chairman announced that the purpose of this meeting was to elect a new Board of Directors, and adopt a change in section 2.2 of the Bylaws and to transact any other business as might come before the meeting.

100% of the shareholders were present as expressed by Phillip E. Mark, President Florida Condominium Conversion Corporation.

Whereas the prior directors election was in 1975 and their terms have since expired in 1976. Only one (1) Director was present and whereas Phillip E. Mark, President of Florida Condominium Conversion Corporation on behalf of this sole shareholder nominated the following to be the new Directors of PENTHOUSE VILLAS AT MORNINGSIDE ASSOCIATION, INC.

- Phillip E. Mark - President
- Kenneth Johnston - Vice President
- Kathleen O'Malley - Secretary

Thereafter the Chairman called a vote of the shareholders present and the three (3) nominees were unanimously elected;

- Phillip E. Mark - President
1318 Moreland Drive #108
Clearwater, Florida 33516
- Kenneth Johnston - Vice President
1318 Moreland Drive #109
Clearwater, Florida 33516
- Kathleen O'Malley - Secretary
1608 S. Jefferson Avenue
Clearwater, Florida 33516

Phillip E. Mark was appointed President, Kenneth Johnston was appointed Vice President and Kathleen O'Malley was appointed Secretary and immediately installed. A motion was made by Kenneth Johnston to amend 2.2 of the Bylaws. The motion was discussed and seconded. A vote was called by the President whereas it is RESOLVED THAT: Bylaw Number 2.2 of PENTHOUSE VILLAS AT MORNINGSIDE ASSOCIATION, INC. be and the same is hereby changed to conform with Florida Statute 718.301 as of the date of filing of this amendment with the Secretary of State of Florida, as follows:

40	Rec	10.00
41	St	
42	Sur	
43	Int	
	Tot	10.00

CONDOMINIUM PLATS PERTAINING HERETO ARE FILED IN
CONDOMINIUM PLAT BOOK 20, PAGES 121 thru 123.

RETURN TO: *Florida Condominium Conversion*
1456 US 19 50
Clearwater 33516

BYLAW 2.2

2.2 Initial Directors. The initial Directors of the Association shall be the ones designated in the Articles of Incorporation, and said Directors shall manage the Condominium until the following:

The Board of Directors shall call a special members' meeting at such time as the Developer has conveyed fifteen percent (15%) or more of the units in the condominium at which meeting the unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

The Board of Directors shall call a special members' meeting:

- a. Within three (3) years after the Developer has conveyed fifty percent (50%) of the units in the condominium; or
- b. Within three (3) months after the Developer has conveyed ninety percent (90%) of the units in the condominium; or
- c. When all of the units in the condominium have been completed and some of the units have been sold, and none of the others are being offered for sale by the Developer in the ordinary course of business; whichever shall first occur, at which meeting the unit owners other than the Developer shall be entitled to elect a majority of the members of the Board of Directors.

Anything herein to the contrary notwithstanding, from and after the time the unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, and for so long as the Developer shall hold for sale in the ordinary course of business any unit in the condominium the Developer shall be entitled to designate or elect the same number of Directors elected by unit owners other than the Developer, less one (1) Director."

And the officers of the corporation are directed to take such steps as are necessary under the Florida statutes to effectuate such change."

Motion was made to adjourn the meeting, there was no more new business and the motion was seconded and meeting was adjourned at 5 p.m. 12th day of June, 1979.

I, KATHLEEN O'MALLEY, Secretary of PENTHOUSE VILLAS AT MORNINGSIDE ASSOCIATION, INC. do hereby certify that the above is a true and correct copy of a resolution passed at a special meeting of the stockholders and a special meeting of the directors of said corporation held on the 12th day of June, 1979 at the offices of the corporation located at 1456 U.S. 19 South, Suite 305, Clearwater, Florida 33516 at which meeting a quorum

was present.

Respectfully submitted:

Kathleen O'Malley
KATHLEEN O'MALLEY - Secretary

Phillip E. Mark
PHILLIP E. MARK - President

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared PHILLIP E. MARK and KATHLEEN O'MALLEY, President and Secretary respectively of PENTHOUSE VILLAS AT MORNINGSIDE ASSOCIATION, INC. to me well known and known to me to be the persons described in and who executed the foregoing Amendment to the Bylaws and jointly and severally acknowledged before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal this 13th day of June 1979

[Signature]
Notary Public, State of Florida at Large

My Commission expires:

Notary Public, State of Florida at Large
My Commission Expires SEPT. 17, 1982