

This instrument prepared by:

Geralyn M. Passaro, Esq.  
Litchfield Cavo LLP  
600 Corporate Drive Suite 600  
For Lauderdale, Florida 33334

**INSTR # 117031315**  
Recorded 02/03/21 at 09:35 AM  
Broward County Commission  
9 Page(s)  
#1

**CERTIFICATE OF AMENDMENT TO THE BYLAWS OF  
CVE MASTER MANAGEMENT COMPANY INC.**

WHEREAS, the original Bylaws of CVE MASTER MANAGEMENT COMPANY INC. were duly adopted at the inception of the corporation and,

WHEREAS, the Board of Directors of CVE MASTER MANAGEMENT COMPANY INC. at a duly called and noticed meeting of the Board of Directors did unanimously approve and adopt those certain amended and restated Bylaws attached herein; and dated December 17, 2020,

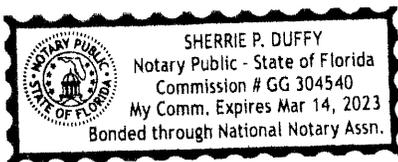
NOW THEREFORE, the undersigned hereby certifies that the following amendment to the Bylaws of CVE Master Management Company Inc. are a true and correct copy of the amendment as amended by the Board of Directors.

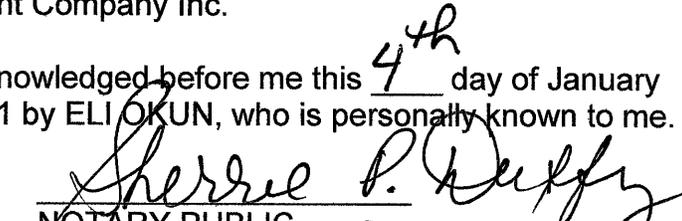


Eli Okun, President,  
CVE Master Management Company Inc.

1/4/2021  
Date

Acknowledged before me this 4<sup>th</sup> day of January  
2021 by ELI OKUN, who is personally known to me.



  
NOTARY PUBLIC  
Sherrie P. Duffy

**CVE MASTER MANAGEMENT COMPANY, INC.**

**DEERFIELD BEACH, FLORIDA 33442**

**AMENDED AND RESTATED BYLAWS**

This amends and restates the Bylaws as follows:

**ARTICLE I – NAME**

- Sec. 1.1 The name of this organization shall be “CVE MASTER MANAGEMENT COMPANY, INC.” hereinafter called the “Corporation,” a corporation not for profit, organized and existing under and by virtue of the laws of the State of Florida.

**ARTICLE II – LOCATION**

- Sec. 2.1 The office of the Corporation shall be located within the City of Deerfield Beach, or elsewhere in Broward County as may be determined by the Board of Directors.

**ARTICLE III – PURPOSE**

- Sec. 3.1 The Corporation has been formed for the purpose of fulfilling the following objectives:
- (a) To be the assignee and accept from Cen-Deer Communities, Inc. (“CEN-DEER”) the assignment of the Master Management Agreements (“AGREEMENTS”) entered into by and between the unit owners who, under original conveyances or subsequent transfers, purchased condominium parcels at Century Village East in the City of Deerfield Beach, County of Broward, State of Florida, all of which have been duly recorded in the public records of Broward County, Florida.

- (b) To assume and perform the obligations and accept the rights and privileges of CEN-DEER, pursuant to the aforesaid AGREEMENTS assigned or to be assigned to this Corporation by CEN-DEER.
- (c) To supply to the unit owners of Century Village East any additional community services beneficial to them with a view to maintaining the highest level of service to the community.
- (d) To assume and perform any other lawful purpose.

ARTICLE IV – POWERS

Sec. 4.1 This Corporation shall, as assignee, have all the expressed and implied powers exercised or available to CEN-DEER under the terms of the Master Management Agreement to include but not be limited to:

- (a) To hire, retain, or employ staff and personnel for reasonable compensation to perform the services required for the proper administration of the purpose of the Corporation, including without limitation, accountants, attorneys, engineers, contractors and other professionals.
- (b) To retain independent and professional contractors to perform the obligations set forth in the aforesaid Master Management Agreement.
- (c) To enter into contracts, subcontracts or leases with any firm, governmental entity, person or corporation for the providing of security, TV and Internet services, maintenance, transportation, utilities and other necessary services and equipment.
- (d) To prepare and establish a budget to cover all services to be supplied and/or performed and to assess each of the unit owners for the appropriate sums due therefore. Such budget shall be disseminated to the non-voting members.
- (e) To take legal action to enforce compliance with the terms of the AGREEMENTS, including the right to impose late charges and to file, prosecute and foreclose liens for non-payment, and to defend any action of any kind which may be brought against it.

Sec. 4.2 The Corporation shall have all of the powers reasonably necessary to implement the purposes set forth herein and in the articles establishing this Corporation.

Sec. 4.3 The Corporation shall have all of the common law and statutory powers of a corporation organized under the Florida Not for Profit Corporation Act and any other powers granted under the Florida Statutes to corporations.

Sec. 4.4 The Corporation may procure, pay for and maintain such policies of insurance as may be deemed advisable and necessary to enable it to carry out the purposes and powers hereinabove enumerated; and to hold its officers and directors harmless for the protection and indemnification of its officers and directors; and the Corporation shall, at all times, hold such officers, directors and other corporate personnel harmless from any suits, claims or judgments arising out of their official duties with the Corporation.

#### ARTICLE V – MEMBERSHIP

Sec. 5.1 The Corporation shall have two (2) classes of membership:

- (a) VOTING MEMBER: The Condominium Owners Organization of Century Village East, Inc. also known as and referred to as “COOCVE”, a Florida not for profit corporation acting as a unit, shall be the sole voting member of the Corporation. It shall have the sole right to vote for and elect the directors of the Corporation.
- (b) NON-VOTING MEMBERS: The owners of condominium units at CENTURY VILLAGE EAST shall comprise the non-voting members of the corporation. Upon recordation of a deed establishing a change of record title to any condominium parcel and the execution of an assumption Agreement, the new owner(s) designated by said deed shall become a non-voting member of the Corporation and the membership of the prior owner(s) shall terminate.

#### ARTICLE VI –MEETINGS

Sec. 6.1 **General Meetings.** General Membership meetings shall be held annually unless otherwise decided by a majority of the Board of Directors.

Sec. 6.2 **Election meeting.** An election of the Board of Directors shall be held annually in January of each year.

- (a) Prior to such annual meeting, the Election Committee of the Voting Member shall determine if the candidates are qualified, as set forth in Section 7.3, and shall thereupon report to the Voting Member, the names of such candidates. Such report shall be submitted to the Voting Member no later than its December meeting. Voting shall be by closed ballot, paper or electronic.
- (b) A quorum at such meeting shall consist of that number of COOCVE Directors required to constitute a quorum at a meeting of the COOCVE Board of Directors, the Voting Member of this Corporation.

(c) Notice of meeting shall be sufficient if made by publication the month prior to the meeting in the CVE Reporter and the websites, CenturyVillageEast.com. and cvedb.com, which are adopted as the official publications of this Corporation.

(d) If no quorum is present, the meeting may be adjourned from time to time until such quorum is present.

Sec. 6.3 **Regular Meetings.** The Board of Directors shall hold regular meetings on the third Thursday of each month or such other days as the President, with the advice and consent of the Board, shall decide.

(a) No further notice of meeting is required.

(b) Quorum. A quorum of the Board of Directors shall consist of a majority of the entire Board. Proxies are invalid.

Sec. 6.4 **Special Meetings.** Special Meeting of the Board of Directors shall be called by the President or upon written request to the President signed by at least three (3) Directors. The purpose for which such special meeting was called, as set forth in the notice thereof, shall be the only item on the agenda. Three (3) days notice shall be deemed sufficient.

Sec 6.5 **Agenda.** The President shall, whenever possible, prepare and distribute to the Directors, at least three (3) days before the next scheduled meeting, an agenda of the business to be transacted thereat, setting forth the committee reports to be made and the motions to be presented under old or new business.

Sec. 6.6 The order of business for the Board of Directors' meeting shall be:

- A. Meeting called to order
- B. Pledge of Allegiance
- C. Adoption of the minutes of the Previous Meeting
- D. Correspondence
- E. President's Report
- F. Report of the Treasurer
- G. Report of the Executive Director
- H. Old Business
- I. New Business
- J. Good and Welfare (Member comments)
- K. Adjournment
- L. Open Mike

Sec. 6.7 **Quorum.** A quorum of the Board of Directors shall consist of a majority of the entire Board. Proxies are invalid.

Sec. 6.8 **Order of Business.** The order of business conducted at the meetings shall follow the procedure set forth in Robert's Rules of Order.

## ARTICLE VII – DIRECTORS

- Sec. 7.1 The power and authority to manage the affairs of the Corporation shall be vested in a Board of Directors consisting of no less than seven (7) nor more than fifteen (15) members to be elected at the election or a special meeting of the Corporation called for that purpose.
- Sec. 7.2 Directors shall be elected and take office for and serve a term of three (3) years.
- Sec. 7.3 **Qualification of Directors.** A Director is not qualified to hold office as a Director if the Director is:
- (1) A convicted felon, whose civil rights have not been restored.
  - (2) Has been convicted of any crime involving dishonesty or moral turpitude.
  - (3) Is not current in payments owed to CVE Master Management.
  - (4) Is currently involved in litigation with CVE Master Management.
  - (5) Is not an owner of real property in CVE East. For purposes of defining an “owner” a grantor of a trust described in Florida Statutes Section 733.707(3), or a qualified beneficiary as defined in Florida Statutes Section 736.0103 of a trust which owns a unit shall be deemed an Owner for purposes of serving as a Director.
  - (6) Any other disqualification factor which may be amended by the Board of Directors from time to time.
- Sec. 7.4 Within ten (10) days after their election, the Board, at a duly constituted meeting, shall elect a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer and any additional or other officers who may be decided upon by majority vote of the Board of Directors.
- Sec. 7.5 **Removal of Officers/Directors.**
- (a) Any officer may be removed by a majority vote of the Board of Directors of the corporation at a regular or special meeting called for that purpose and the vacancy thus created shall be filled at, or the next board meeting.
  - (b) Any member of the Board of Directors may be removed at a duly constituted meeting by a 2/3 vote of the Board of Directors and then by a 2/3 vote of the Voting member.
  - (c) Any vacancy on the Board of Directors of this Corporation then occurring in between elections shall be filled by this Corporation only until the next election.

Sec. 7.6 The Directors, Officers and or their appointed representatives shall meet with the Council of Area Chairmen, not less frequently than quarterly to discuss, exchange and act upon ideas, complaints and suggestions to achieve the most efficient operation and constant improvement of the services supplied and/or performed by the Corporation.

#### ARTICLE VIII – CORPORATE OFFICERS

Sec. 8.1 The Corporate officers shall consist of those named in Sec. 8.3 below above and any additional or other officers decided upon by majority vote of the Board of Directors to fill temporary or permanent capacities.

Sec. 8.2 Any vacancy in any of the offices of this Corporation shall be filled in the manner hereinabove provided.

Sec. 8.3 POWERS AND DUTIES:

(a) PRESIDENT: The President shall be the chief executive officer of the Corporation and shall act as Chairman of the Board of Directors; the President shall have all the powers and duties usually vested in that office; the President shall appoint all committee members and chairmen as may be required, except as may be otherwise provided; the President shall be a member ex officio of all committees; the President may approve expenditures not exceeding One Thousand and no/100 (\$1,000.00) Dollars without prior approval of the Board of Directors, provided, however, that the President may not incrementally fund in that manner expenditures greater than One Thousand and no/100 (\$1,000.00) Dollars not previously approved by the Board of Directors; the President may designate another officer or committee chairman to represent him/her as such ex officio member on committees; The President shall make a report covering the year's activities and a forecast of future plans at the closing meeting of the Board of Directors.

(b) VICE PRESIDENT: The Vice Presidents shall aid and assist the President in all matters pertaining to that office as he/she, the President, may direct or as circumstances may require; the Vice Presidents in order of rank shall assume the powers and duties of the President in his/her absence or incapacity.

(c) TREASURER: The Treasurer shall have custody of all tangible and intangible assets of the Corporation including funds, securities, property and evidence of indebtedness; The Treasurer shall keep the books of the Corporation, or arrange that such books be kept in accordance with good accounting practices, and shall perform all other duties incidental to the office of Treasurer; The Treasurer shall oversee all books and records relating to the finances of the Corporation and shall make monthly or such periodic reports to the Board of Directors as may be required and shall prepare comprehensive year-end reports for the benefit of the Board of Directors and any other interested parties; The Treasurer shall report all

delinquencies to the Board of Directors. Anything hereinabove contained to the contrary notwithstanding, the financial books and records of the Corporation shall be subject to an annual, year-end audit by an outside firm of certified public accountants. The result of said audit shall be included the Treasurer's aforesaid report.

(d) SECRETARY: The Secretary shall record and keep the minutes of all proceedings of the Board of Directors; report thereon as required, receive and report all correspondence, and shall be the official custodian of the Corporate Seal and of all Corporate documents and records.

Sec. 8.4 All monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks as the Board of Directors, shall designate. All monies shall be withdrawn only by check, draft or other instrument bearing two (2) electronic approvals and/or signatures of two (2) of the aforesaid officers. The foregoing shall not prohibit the deposit of payments received from unit owners in an account maintained by a bank or agency pursuant to any separate agreement provided for the deposit thereof in such Trust Account and the payment of funds therefrom to cover necessary bills and payment required under any service agreements.

Sec. 8.5 The Corporation shall, at its own expense, procure a fidelity bond insuring it against the possible dishonesty of any officers authorized to sign checks or receive or expend corporate funds in an amount approved and fixed by the Board of Directors.

#### ARTICLE IX – FISCAL YEAR

Sec. 9.1 The fiscal year of the Corporation shall be the calendar year.

#### ARTICLE X – CVE REPORTER

Sec. 10.1 The CVE Reporter and the websites, Centuryvillageeast.com. and cvedb.com, are hereby designated and recognized as the official publication of this Corporation and the publication of any notices and reports required therein shall be deemed sufficient in lieu of any direct mailing or other type of notification to the non-voting members of the Corporation.

#### ARTICLE XI – PARLIAMENTARY PROCEDURES

Sec. 11.1 All meetings shall be conducted in accordance with Roberts' Rules of Order without diminishing the power and authority of the presiding officer to alter the regular order of business or to accept motions at any stage of the meetings or proceedings with a view toward the overriding purpose of accomplishing the business of the meeting. The President may appoint one (1) or more persons to serve as parliamentarians.

ARTICLE XII – AMENDMENTS TO BYLAWS

Sec. 12.1 Proposed written amendments or revisions to these Bylaws shall be submitted to a Bylaws Committee created and designated by the President. All such proposed amendments or revisions together with the recommendations of the Bylaws Committee shall be submitted to the Corporation's Board of Directors for their consideration, and, if adopted, such amendments or revisions shall be and become part of these Bylaws. The President may appoint a Bylaws Committee to propose and submit an amendment and/or revision on any particular matter or subject.

ARTICLE XIII – UNAUTHORIZED STATEMENTS AND ACTS

Sec. 13.1 No officers, director or any other person or entity shall use the name, "CVE MASTER MANAGEMENT COMPANY, INC." for any purpose whatsoever without the prior written approval of the Corporation Board of Directors.

Sec. 13.2 No person or committee or other entity shall speak or make any binding commitment on behalf of the Corporation without the express written approval of the Board of Directors.

The foregoing Bylaws were adopted by the Board of Directors of the Corporation on the 10<sup>th</sup> day of December, 2020.

President: [Signature] Date: 12/17/20

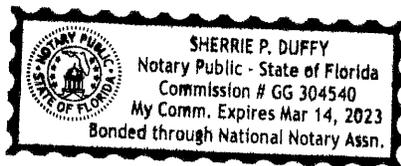
Witness: [Signature] Date: 12/17/20

Secretary: Pat Bidol-Padik Date: 12/17/20

Witness: [Signature] Date: 12/17/20

SWORN TO AND SUBSCRIBED TO before me this 17<sup>th</sup> day of December, 2020.

[Signature]  
Notary Public, State of Florida  
My commission expires: March 14, 2023



This instrument prepared by:

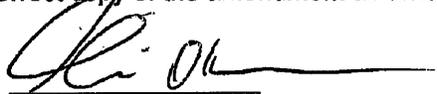
Geralyn M. Passaro, Esq.  
Litchfield Cavo LLP  
600 Corporate Drive Suite 600  
For Lauderdale, Florida 33334

**CERTIFICATE OF AMENDMENT TO THE BYLAWS OF  
CVE MASTER MANAGEMENT COMPANY INC.**

WHEREAS, the original Bylaws of CVE MASTER MANAGEMENT  
COMPANY INC. were duly adopted at the inception of the corporation and,

WHEREAS, the Board of Directors of CVE MASTER MANAGEMENT  
COMPANY INC. at a duly called and noticed meeting of the Board of Directors did  
unanimously approve and adopt those certain amended and restated Bylaws  
attached herein; and dated December 17, 2020,

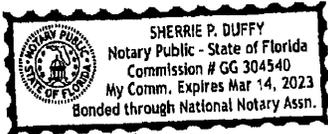
NOW THEREFORE, the undersigned hereby certifies that the following  
amendment to the Bylaws of CVE Master Management Company Inc. are a true  
and correct copy of the amendment as amended by the Board of Directors.

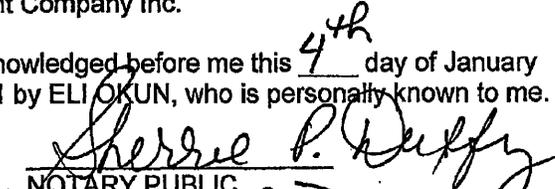


Eli Okun, President,  
CVE Master Management Company Inc.

1/4/2021  
Date

Acknowledged before me this 4<sup>th</sup> day of January  
2021 by ELI OKUN, who is personally known to me.



  
NOTARY PUBLIC  
Sherrie P. Duffy

9



CVE MASTER MANAGEMENT COMPANY, INC.

DEERFIELD BEACH, FLORIDA 33442

AMENDED AND RESTATED BYLAWS

This amends and restates the Bylaws as follows:

ARTICLE I – NAME

Sec. 1.1 The name of this organization shall be “CVE MASTER MANAGEMENT COMPANY, INC.” hereinafter called the “Corporation,” a corporation not for profit, organized and existing under and by virtue of the laws of the State of Florida.

ARTICLE II – LOCATION

Sec. 2.1 The office of the Corporation shall be located within the City of Deerfield Beach, or elsewhere in Broward County as may be determined by the Board of Directors.

ARTICLE III – PURPOSE

Sec. 3.1 The Corporation has been formed for the purpose of fulfilling the following objectives:

- (a) To be the assignee and accept from Cen-Deer Communities, Inc. (“CEN-DEER”) the assignment of the Master Management Agreements (“AGREEMENTS”) entered into by and between the unit owners who, under original conveyances or subsequent transfers, purchased condominium parcels at Century Village East in the City of Deerfield Beach, County of Broward, State of Florida, all of which have been duly recorded in the public records of Broward County, Florida.



I hereby certify this document to be a true, correct and complete copy of the record filed in my office.  
 Dated this 03 day of February, 2021 County Administrator.  
 By: Broward County Deputy Clerk  
 a780b135-8df4-46bd-bbe5-647af0c2afd3 Page 2 of 9

- (b) To assume and perform the obligations and accept the rights and privileges of CEN-DEER, pursuant to the aforesaid AGREEMENTS assigned or to be assigned to this Corporation by CEN-DEER.
- (c) To supply to the unit owners of Century Village East any additional community services beneficial to them with a view to maintaining the highest level of service to the community.
- (d) To assume and perform any other lawful purpose.

ARTICLE IV – POWERS

Sec. 4.1 This Corporation shall, as assignee, have all the expressed and implied powers exercised or available to CEN-DEER under the terms of the Master Management Agreement to include but not be limited to:

- (a) To hire, retain, or employ staff and personnel for reasonable compensation to perform the services required for the proper administration of the purpose of the Corporation, including without limitation, accountants, attorneys, engineers, contractors and other professionals.
- (b) To retain independent and professional contractors to perform the obligations set forth in the aforesaid Master Management Agreement.
- (c) To enter into contracts, subcontracts or leases with any firm, governmental entity, person or corporation for the providing of security, TV and Internet services, maintenance, transportation, utilities and other necessary services and equipment.
- (d) To prepare and establish a budget to cover all services to be supplied and/or performed and to assess each of the unit owners for the appropriate sums due therefore. Such budget shall be disseminated to the non-voting members.
- (e) To take legal action to enforce compliance with the terms of the AGREEMENTS, including the right to impose late charges and to file, prosecute and foreclose liens for non-payment, and to defend any action of any kind which may be brought against it.

Sec. 4.2 The Corporation shall have all of the powers reasonably necessary to implement the purposes set forth herein and in the articles establishing this Corporation.

Sec. 4.3 The Corporation shall have all of the common law and statutory powers of a corporation organized under the Florida Not for Profit Corporation Act and any other powers granted under the Florida Statutes to corporations.



Sec. 4.4 The Corporation may procure, pay for and maintain such policies of insurance as may be deemed advisable and necessary to enable it to carry out the purposes and powers hereinabove enumerated; and to hold its officers and directors harmless for the protection and indemnification of its officers and directors; and the Corporation shall, at all times, hold such officers, directors and other corporate personnel harmless from any suits, claims or judgments arising out of their official duties with the Corporation.

ARTICLE V – MEMBERSHIP

Sec. 5.1 The Corporation shall have two (2) classes of membership:

- (a) VOTING MEMBER: The Condominium Owners Organization of Century Village East, Inc. also known as and referred to as “COOCVE”, a Florida not for profit corporation acting as a unit, shall be the sole voting member of the Corporation. It shall have the sole right to vote for and elect the directors of the Corporation.
- (b) NON-VOTING MEMBERS: The owners of condominium units at CENTURY VILLAGE EAST shall comprise the non-voting members of the corporation. Upon recordation of a deed establishing a change of record title to any condominium parcel and the execution of an assumption Agreement, the new owner(s) designated by said deed shall become a non-voting member of the Corporation and the membership of the prior owner(s) shall terminate.

ARTICLE VI – MEETINGS

Sec. 6.1 **General Meetings.** General Membership meetings shall be held annually unless otherwise decided by a majority of the Board of Directors.

Sec. 6.2 **Election meeting.** An election of the Board of Directors shall be held annually in January of each year.

- (a) Prior to such annual meeting, the Election Committee of the Voting Member shall determine if the candidates are qualified, as set forth in Section 7.3, and shall thereupon report to the Voting Member, the names of such candidates. Such report shall be submitted to the Voting Member no later than its December meeting. Voting shall be by closed ballot, paper or electronic.
- (b) A quorum at such meeting shall consist of that number of COOCVE Directors required to constitute a quorum at a meeting of the COOCVE Board of Directors, the Voting Member of this Corporation.



(c) Notice of meeting shall be sufficient if made by publication the month prior to the meeting in the CVE Reporter and the websites, CenturyVillageEast.com. and cvedb.com, which are adopted as the official publications of this Corporation.

(d) If no quorum is present, the meeting may be adjourned from time to time until such quorum is present.

Sec. 6.3 **Regular Meetings.** The Board of Directors shall hold regular meetings on the third Thursday of each month or such other days as the President, with the advice and consent of the Board, shall decide.

- (a) No further notice of meeting is required.
- (b) Quorum. A quorum of the Board of Directors shall consist of a majority of the entire Board. Proxies are invalid.

Sec. 6.4 **Special Meetings.** Special Meeting of the Board of Directors shall be called by the President or upon written request to the President signed by at least three (3) Directors. The purpose for which such special meeting was called, as set forth in the notice thereof, shall be the only item on the agenda. Three (3) days notice shall be deemed sufficient.

Sec 6.5 **Agenda.** The President shall, whenever possible, prepare and distribute to the Directors, at least three (3) days before the next scheduled meeting, an agenda of the business to be transacted thereat, setting forth the committee reports to be made and the motions to be presented under old or new business.

Sec. 6.6 The order of business for the Board of Directors' meeting shall be:

- A. Meeting called to order
- B. Pledge of Allegiance
- C. Adoption of the minutes of the Previous Meeting
- D. Correspondence
- E. President's Report
- F. Report of the Treasurer
- G. Report of the Executive Director
- H. Old Business
- I. New Business
- J. Good and Welfare (Member comments)
- K. Adjournment
- L. Open Mike

Sec. 6.7 **Quorum.** A quorum of the Board of Directors shall consist of a majority of the entire Board. Proxies are invalid.

Sec. 6.8 **Order of Business.** The order of business conducted at the meetings shall follow the procedure set forth in Robert's Rules of Order.



ARTICLE VII – DIRECTORS

- Sec. 7.1 The power and authority to manage the affairs of the Corporation shall be vested in a Board of Directors consisting of no less than seven (7) nor more than fifteen (15) members to be elected at the election or a special meeting of the Corporation called for that purpose.
- Sec. 7.2 Directors shall be elected and take office for and serve a term of three (3) years.
- Sec. 7.3 **Qualification of Directors.** A Director is not qualified to hold office as a Director if the Director is:
- (1) A convicted felon, whose civil rights have not been restored.
  - (2) Has been convicted of any crime involving dishonesty or moral turpitude.
  - (3) Is not current in payments owed to CVE Master Management.
  - (4) Is currently involved in litigation with CVE Master Management.
  - (5) Is not an owner of real property in CVE East. For purposes of defining an “owner” a grantor of a trust described in Florida Statutes Section 733.707(3), or a qualified beneficiary as defined in Florida Statutes Section 736.0103 of a trust which owns a unit shall be deemed an Owner for purposes of serving as a Director.
  - (6) Any other disqualification factor which may be amended by the Board of Directors from time to time.
- Sec. 7.4 Within ten (10) days after their election, the Board, at a duly constituted meeting, shall elect a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer and any additional or other officers who may be decided upon by majority vote of the Board of Directors.
- Sec. 7.5 Removal of Officers/Directors.
- (a) Any officer may be removed by a majority vote of the Board of Directors of the corporation at a regular or special meeting called for that purpose and the vacancy thus created shall be filled at, or the next board meeting.
  - (b) Any member of the Board of Directors may be removed at a duly constituted meeting by a 2/3 vote of the Board of Directors and then by a 2/3 vote of the Voting member.
  - (c) Any vacancy on the Board of Directors of this Corporation then occurring in between elections shall be filled by this Corporation only until the next election.



Sec. 7.6 The Directors, Officers and or their appointed representatives shall meet with the Council of Area Chairmen, not less frequently than quarterly to discuss, exchange and act upon ideas, complaints and suggestion to achieve the most efficient operation and constant improvement of the services supplied and/or performed by the Corporation.

ARTICLE VIII – CORPORATE OFFICERS

Sec. 8.1 The Corporate officers shall consist of those named in Sec. 8.3 below above and any additional or other officers decided upon by majority vote of the Board of Directors to fill temporary or permanent capacities.

Sec. 8.2 Any vacancy in any of the offices of this Corporation shall be filled in the manner hereinabove provided.

Sec. 8.3 POWERS AND DUTIES:

(a) PRESIDENT: The President shall be the chief executive officer of the Corporation and shall act as Chairman of the Board of Directors; the President shall have all the powers and duties usually vested in that office; the President shall appoint all committee members and chairmen as may be required, except as may be otherwise provided; the President shall be a member ex officio of all committees; the President may approve expenditures not exceeding One Thousand and no/100 (\$1,000.00) Dollars without prior approval of the Board of Directors, provided, however, that the President may not incrementally fund in that manner expenditures greater than One Thousand and no/100 (\$1,000.00) Dollars not previously approved by the Board of Directors; the President may designate another officer or committee chairman to represent him/her as such ex officio member on committees; The President shall make a report covering the year’s activities and a forecast of future plans at the closing meeting of the Board of Directors.

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(c) TREASURER: The Treasurer shall have custody of all tangible and intangible assets of the Corporation including funds, securities, property and evidence of indebtedness; The Treasurer shall keep the books of the Corporation, or arrange that such books be kept in accordance with good accounting practices, and shall perform all other duties incidental to the office of Treasurer; The Treasurer shall oversee all books and records relating to the finances of the Corporation and shall make monthly or such periodic reports to the Board of Directors as may be required and shall prepare comprehensive year-end reports for the benefit of the Board of Directors and any other interested parties; The Treasurer shall report all



I hereby certify this document to be a true, correct and complete copy of the record filed in my office.  
Dated this 03 day of February, 2021 County Administrator.  
By: Broward County Deputy Clerk  
a780b135-8df4-46bd-bbe5-647af0c2afd3 Page 7 of 9

delinquencies to the Board of Directors. Anything hereinabove contained to the contrary notwithstanding, the financial books and records of the Corporation shall be subject to an annual, year-end audit by an outside firm of certified public accountants. The result of said audit shall be included the Treasurer's aforesaid report.

(d) SECRETARY: The Secretary shall record and keep the minutes of all proceedings of the Board of Directors; report thereon as required, receive and report all correspondence, and shall be the official custodian of the Corporate Seal and of all Corporate documents and records.

Sec. 8.4 All monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks as the Board of Directors, shall designate. All monies shall be withdrawn only by check, draft or other instrument bearing two (2) electronic approvals and/or signatures of two (2) of the aforesaid officers. The foregoing shall not prohibit the deposit of payments received from unit owners in an account maintained by a bank or agency pursuant to any separate agreement provided for the deposit thereof in such Trust Account and the payment of funds therefrom to cover necessary bills and payment required under any service agreements.

Sec. 8.5 The Corporation shall, at its own expense, procure a fidelity bond insuring it against the possible dishonesty of any officers authorized to sign checks or receive or expend corporate funds in an amount approved and fixed by the Board of Directors.

ARTICLE IX – FISCAL YEAR

Sec. 9.1 The fiscal year of the Corporation shall be the calendar year.

ARTICLE X – CVE REPORTER

Sec. 10.1 The CVE Reporter and the websites, Centuryvillageeast.com. and cvedb.com, are hereby designated and recognized as the official publication of this Corporation and the publication of any notices and reports required therein shall be deemed sufficient in lieu of any direct mailing or other type of notification to the non-voting members of the Corporation.

ARTICLE XI – PARLIAMENTARY PROCEDURES

Sec. 11.1 All meetings shall be conducted in accordance with Roberts' Rules of Order without diminishing the power and authority of the presiding officer to alter the regular order of business or to accept motions at any stage of the meetings or proceedings with a view toward the overriding purpose of accomplishing the business of the meeting. The President may appoint one (1) or more persons to serve as parliamentarians.



ARTICLE XII – AMENDMENTS TO BYLAWS

Sec. 12.1 Proposed written amendments or revisions to these Bylaws shall be submitted to a Bylaws Committee created and designated by the President. All such proposed amendments or revisions together with the recommendations of the Bylaws Committee shall be submitted to the Corporation’s Board of Directors for their consideration, and, if adopted, such amendments or revisions shall be and become part of these Bylaws. The President may appoint a Bylaws Committee to propose and submit an amendment and/or revision on any particular matter or subject.

ARTICLE XIII – UNAUTHORIZED STATEMENTS AND ACTS

Sec. 13.1 No officers, director or any other person or entity shall use the name, “CVE MASTER MANAGEMENT COMPANY, INC.” for any purpose whatsoever without the prior written approval of the Corporation Board of Directors.

Sec. 13.2 No person or committee or other entity shall speak or make any binding commitment on behalf of the Corporation without the express written approval of the Board of Directors.

The foregoing Bylaws were adopted by the Board of Directors of the Corporation on the 10<sup>th</sup> day of December, 2020.

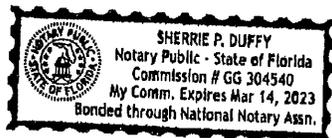
President: [Signature] Date: 12/17/20

Witness: [Signature] Date: 12/17/20

Secretary: Pat Bidol Padu Date: 12/17/20

Witness: [Signature] Date: 12/17/20

SWORN TO AND SUBSCRIBED TO before me this 17<sup>th</sup> day of December, 2020.



Sherrie P. Duffy  
Notary Public, State of Florida  
My commission expires: March 14, 2023

