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PREPARED BY AND RETURN TO:
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CERTIFICATE OF AMENDMENTS TO THE BYLAWS OF DELRAY VILLAS PLAT NO.1 HOMEOWNERS' ASSOCIATION, INC.

WHEREAS, the Declaration of Covenants, Conditions and Restrictions of Delray Villas Plat No.1 Homeowners' Association, Inc., was originally recorded in Official Record Book 3032, at Page 542, of the Public Records of Palm Beach County, Florida,

WHEREAS, the Bylaws of Delray Villas Plat No.1 Homeowners' Association, Inc., is recorded in Official Record Book 3032, Page 565, of the Public Records of Palm Beach County, Florida

WHEREAS, Section 12 of the Bylaws provides that the Bylaws may be amended by the affirmative vote of at least sixty (60%) of the members voting in person or by proxy at a member meeting;

WHEREAS, on April 29, 2026, more than sixty (60%) of the voting interests of the membership of the Association voted to fully amend and restate the Bylaws in the particulars as set forth in Exhibit "1" to this Certificate;

NOW, THEREFORE, the Association's Bylaws shall be amended in the particulars as stated in Exhibit "1" attached hereto; the amendments shall run with the real property known as Delray Villas Plat No.1 Homeowners' Association, Inc., and shall be binding on all parties having any right, title, or interest in the said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof; and except as otherwise amended hereby, the Declaration shall remain unchanged and in full force and effect.

CERTIFICATE OF ADOPTION OF AMENDMENTS

I HEREBY CERTIFY that the amendment attached to this Certificate has been approved by the votes required by the Bylaws.

DATED this 28 day of May, 2026.

WITNESSES:

DELRAY VILLAS PLAT NO.1 HOMEOWNERS ASSOCIATION, INC.

Robert Ben-Eliyahu
Printed Name of Witness

[signature]
Signature of Witness

14166 Campanelli Dr. Delray Bch FL 33484
Witness Address

By: [signature]
DELRAY VILLAS PLAT 1, President
ANDREA MITCHELL-SHELTON

Eddie Shelton
Printed Name of Witness

[signature]
Signature of Witness

609 2nd St, apt 630, West Palm Beach, FL 33401
Witness Address

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED BEFORE ME by means of ☑ physical presence or ☐ on-line notarization, this 28th day of May, 2026, by Andrea Mitchell Shelton, who is personally known to me or who has produced FL Drivers License # M324-000-65-666-0 (if left blank, personal knowledge existed) as identification and who did take an oath, and who executed this Certificate of Amendment, as his/her free act and deed as such duly authorized officer; and that the execution of this Certificate of Amendment the act and deed of the corporation.

WITNESS my official seal in the County of Palm Beach, State of Florida, the date and year stated above.

NOTARY PUBLIC:

Sign: Sherrie P. Duffy
SHERRIE P. DUFFY

My commission expires: March 14, 2027

SHERRIE P. DUFFY
Notary Public - State of Florida
Commission # HH 360102
My Comm. Expires Mar 14, 2027
Bonded through National Notary Assn.
NOTARY PUBLIC STATE OF FLORIDA

(SEAL)

EXHIBIT "1"

AMENDED AND RESTATED BY-LAWS

OF

DELRAY VILLAS PLAT NO.1 HOMEOWNERS' ASSOCIATION, INC.

(A Florida not-for-profit corporation)

Section 1. GENERAL. These are the By-Laws of DELRAY VILLAS PLAT NO .1 HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter the "Association", a corporation not for profit organized under the laws of Florida.

1.1 Seal. The seal of the Association shall be inscribed with the name of the Association, the year of its organization, and the words "Florida" and "not for profit". The seal may be used by causing it, or a facsimile of it, to be impressed, affixed, reproduced or otherwise placed upon any document or writing of the corporation where a seal may be required.

1.2 Definitions. The definitions set forth in the Declaration of Covenants and Restrictions, and in the Articles of Incorporation shall apply to terms used in these Amended and Restated By-Laws.

Section 2. MEMBERSHIP AND VOTING RIGHTS.

2.1 Qualifications. The members of the Association shall be as defined in Article III of the Articles of Incorporation, which is incorporated into this Section by reference.

2.2 Change in Membership. A change of membership shall be established and become effective by recording in the public records of the County, a deed or other similar instrument and by delivery to the Association of a copy of such instrument. The failure of a new record owner to deliver a copy of such instrument to the Association shall not deprive the new record owner of membership in the Association.

2.3 Termination of Membership. The termination of membership in the Association does not relieve or release a former member from liability or obligation incurred in, or in any way connected with, the Community during the period of his or her membership, nor does it impair any rights or remedies which the Association may have against any former Owner arising out of, or in any way connected with, such ownership and membership and the covenants and obligations incident to same.

2.4 Voting Interests; Votes. Each Member of the Association is entitled to one (1) vote for each Lot owned by him/her. The vote of a Lot is not divisible. If a Lot is owned by one natural person, his or her right to vote shall be established by record title to the Lot. If a Lot is owned jointly by two or more natural persons, that Lot's vote may be cast by any one of the record Owners. Votes may be cast for Lots owned under a trust arrangement, by any trustee. Votes may be cast by Lots owned by a business-named partnership by any general partner. Votes may be cast by Lots owned by a corporation by any officer of the corporation or any other person permitted to cast the vote pursuant to F.S. 617.0721(3). Votes may be cast for Lots owned by an estate in probate, by any personal representative of the estate. If two or more Owners of a Lot do not agree among themselves how their one vote shall be cast, that vote shall not be counted for any purpose. Votes may be cast in person or by proxy, except that no proxy may be voted for the election of Directors.

A. The foregoing is subject to any suspension of voting rights under Section 8.9 below. The total number of Lots subject to suspended voting rights shall be eliminated for purpose of calculating percentages of votes and quorum under the Governing Documents.

2.5 Approval or Disapproval of Matters. Whenever the decision or approval of an Owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the vote of such Lot if in an Association meeting, unless the joinder of record owners is specifically required. Unless provided by law as amended from time to time, the Association may seek membership approval in writing, in lieu of a meeting, meeting notice and voting at a meeting and the minimum response must be not less than the same percentage as the quorum for members meetings; the percentage of written consents required shall be the same as the votes required at a meeting; the Association shall comply with the provisions of Florida Statute 617.0701(4), as amended from time to time.

2.6 Delinquency. Any Owner more than ninety (90) days delinquent in the payment of any monetary obligation due to the Association may have their voting rights suspended by the Board, as provided for in Chapter 720, Florida Statutes, as amended from time to time.

Section 3. MEMBERS MEETINGS.

3.1 Annual Meeting. The annual meeting shall be held in the first quarter of each year at such date, place, and time designated by the Board of Directors.

3.2 Election Meeting. The election meeting shall be held in the County each year as part of the annual meeting, for the purpose of electing Directors.

3.3 Special Meeting. Special members meetings must be held whenever called by the president or by a majority of the Board of Directors, and must be promptly called by the president upon the president's or secretary's receipt of a written petition signed and dated by at least one third (1/3) of the voting interests of the membership. Such petition shall state the purpose(s) of the meeting. The business at any special meeting shall be limited to the items specified in the petition, and contained in the notice of meeting.

3.4 Court-Ordered Meeting. The circuit court of the County may, after notice to the Association, order a meeting of the members to be held:

A. On application of any member of the Association entitled to vote in an annual meeting if an annual meeting has not been held within any 13- month period; or

B. On application of a member who signed a demand for a special meeting valid under Section 3.3 above, if:

1. Notice of the special meeting was not given within sixty (60) days after the date the demand was delivered to the Association's secretary or president; or

2. The special meeting was not held in accordance with the notice.

The court may fix the time and place of the meeting, determine the members entitled to participate in the meeting, specify a record date for determining members entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, and enter other orders as may be appropriate.

3.5 Notice of Members' Meetings. Notice of all annual and special members meetings must state the time, date, and place of the meeting. Notice of all annual and special meetings shall be sent by first class mail, by hand delivery to be sent to each Owner at his or her address as it appears on the books of the Association and by e-mail or facsimile if consented to in writing by the Owner to receive notice in this manner. The notice of a special members meeting must be provided at least fourteen (14) days and notice of the annual meeting must be provided at least twenty-five (25) days, but not more than sixty (60) days, prior to the date of the meeting, and must also state the intended agenda for the meeting. Evidence of compliance with this notice shall be made by affidavit executed by the person providing the notice.

3.6 Waiver of Notice.

A. A member may waive any notice of a meeting of the members before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the corporate records. Neither the business to be transacted at nor the purpose of any regular or special meeting of the members need be specified in any written waiver of notice.

B. A member's attendance at a meeting, either in person or by proxy:

1. Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting

objects to holding the meeting or transacting business at the meeting; or

2. Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

3.7 Members' List for Meeting.

A. After the mailing of notice of any meeting, the Association shall prepare an alphabetical list of the names and addresses of all its members who were mailed notice of the meeting. This list shall be updated as memberships change up to the date of the meeting.

B. The members' list must be available for inspection by any member for a period of ten (10) days prior to the meeting and continuing up to the start of the meeting at the Association's principal office or at a place identified in the meeting notice in the city/town where the meeting will be held. A member or his agent or attorney is entitled on written demand to inspect the list during regular business hours and at his expense, during the period it is available for inspection.

C. The Association shall make the members' list available at the meeting, and any member or his agent or attorney is entitled to inspect the list at any time up to the start of the meeting or any adjournment.

D. The members' list is prima facie evidence of the identity of members entitled to examine the members' list or to vote at meeting of members.

E. If the requirements of this Section 3.7 have not been substantially complied with or if the Association refuses to allow a member or his agent or attorney to inspect the members' list before or at the meeting, the following shall apply: The meeting shall be adjourned until such requirements are complied with on the demand of any member in person or by proxy who failed to get such access, or, if not adjourned upon such demand and such requirements are not complied with, the circuit court of the County on application of the member, may summarily order the inspection or copying at the Association's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

F. Refusal or failure to comply with the requirements of this Section 3.7 shall not affect the validity of any action taken at the meeting.

3.8 Proxies. A proxy may be given by any person entitled to vote, and shall be valid only for the specific meeting for which it was originally given and/or any lawful adjournment of that meeting. No proxy shall be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, and signed by the person authorized to cast the vote for the Lot, and must be delivered to the Association at the Association office, or at the office of the managing agent or to any Board member at or before the adjournment of the particular meeting. An executed original, or an executed (that is signed) facsimile or e-mail appearing to have been transmitted by the authorized person, or a photographic, photostatic, facsimile or equivalent reproduction of a proxy form are all valid. Holders of proxies need not be members. The holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy. The proxy may name an officer as the proxy holder, in which case the proxy shall be voted in the manner determined by resolution of the Board. Subject to Section 3.9 of these By-Laws and to any express limitation on the proxy's authority appearing on the face of the proxy form, the Association is entitled to accept the proxy's vote or other action as that of the member appointing the proxy. No proxy shall be used for the election of Directors for annual meetings.

3.9 Association's Acceptance of Votes.

A. If the name signed on a vote, consent, waiver, or proxy appointment corresponds to the name of a member, the Association if acting in good faith is entitled to accept the vote, consent, waiver, or proxy appointment and give it effect as the act of the member.

B. The Association is entitled to reject a vote, consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

C. The Association and its officer or agent who accepts or rejects a vote, consent, waiver, or proxy appointment in good faith and in accordance with the standards of this Section 3.9 are not liable in damages to the member for the consequences of the acceptance or rejection.

D. Corporate action based on the acceptance or rejection of a vote, consent, waiver, or proxy appointment under this Section 3.9 is valid unless a court of competent jurisdiction determines otherwise.

3.10 Vote Required, Membership Participation. If a quorum exists, action on a matter (other than the election of Directors) by the members is approved if approval is received from not less than a majority of those voting interests present in person and by proxy at the meeting, unless the Governing Documents or applicable law require a greater number of affirmative votes. Any member may speak with reference to all designated agenda items, subject to written Rules and Regulations adopted by the Board of Directors governing the frequency, duration and manner of members' statements; any of such Rules and Regulations shall yield for a particular meeting to the extent that a majority of the voting interests at the meeting determine so. An Owner shall have the right to tape record or videotape a Members' meeting, subject to any written Board rules on the subject. Notwithstanding the foregoing to the contrary, no Owner may videotape or tape or digitally record at any Members' meeting unless the Member provides written notice of his or her intention to do so, which notice is received by the Association no later than twenty-four (24) hours prior to the scheduled time and date for the meeting.

3.11 Quorum; Election Ballot Return.

A. Annual and Special Members Meeting. The quorum for the annual and special members' meetings shall be 30% of the voting interests of the entire membership of the Association. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of voting interests entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment.

B. Election Meeting. Not less than twenty percent (20%) of the eligible voting interests must cast an election ballot in order to have a valid election, even though there might not be a quorum at the annual meeting.

3.12 Adjournment of the Meeting. Any duly called meeting of the members may be adjourned to a later date by the vote required under Section 3.10 of these By-Laws, regardless of whether a quorum has been attained. A new notice of the adjourned meeting shall be given. Any business which might have been conducted at the meeting as originally scheduled may be conducted at the continued meeting.

3.13 Order of Business. The order of business at members meetings shall be substantially as follows:

A. Call to order by the president (or other officer in the absence of the president)

B. Appointment of a parliamentarian

C. Call of the roll or certification of quorum

D. Proof of notice of meeting or waiver of notice

E. Minutes of last members meeting - read or waive reading

F. Reports of officers

G. Reports of Committees

H. Election of Directors (where appropriate)

I. Unfinished business

J. New business

K. Adjournment

3.14 Minutes of Meetings. The minutes of all meetings of the membership shall be kept in a book available for inspection by members and/or their authorized representatives at any reasonable time. Member(s) of the Association and their authorized representatives shall have the right to make handwritten notations from the minutes, and to receive photocopies of the Minutes at the cost of the member(s) concerned. The Board of Directors shall establish such cost, not to exceed the limitations imposed by law from time to time. Minutes shall be retained for a period of not less than seven (7) years after the date of the meeting.

3.15 Actions by Members in Lieu of a Meeting. The Association has the option to vote on membership voting matters by way of a written consent in lieu of notice of and the holding of a membership meeting, subject to any requirements of any applicable statute as amended from time to time.

Section 4. BOARD OF DIRECTORS; COMMITTEES.

The administration of the affairs of the Association shall be by a Board of Directors, with each Director having a fiduciary relationship with the Owners. All powers and duties granted to the Association by law, as modified and explained in the Governing Documents, shall be exercised by the Board, subject to approval or consent of the Owners only when such is specifically required. An Owner does not have the authority to act for the Association by reason of being an Owner.

4.1 Number and Term of Service; Qualifications; Term.

A. Number. The number of Directors which shall constitute the whole Board of Directors shall be nine (9) directors.

B. Qualifications. A Director must be a record Owner; and in the event of a trust as Owner, then any trustee or resident beneficiary; the Association shall be permitted to obtain from the trust as Owner reasonable documentation from said Owner indicating that the individual in question has the representative capacity as just stated. To the extent provided by Chapter 720, Florida Statutes, as amended from time to time, a person who has been convicted of any felony in this state or in a United States District or Territorial Court, or who has been convicted in another jurisdiction that would be considered a felony if committed in this state is not eligible for Board membership unless such felon's civil rights have been restored for a period of not less than five (5) years as of the date such person seeks election to the Board. Owners delinquent in the payment of any monetary obligations due to the Association as of the deadline to submit notices of intent to run as a candidate to the Board are not eligible to be placed on the election ballot and are disqualified from serving on the Board of Directors.

C. Term. At each Annual Meeting, the members shall elect three (3) Directors who shall serve a term of three (3) years.

4.2 Election of Directors.

A. At each election meeting, the members shall elect as many Directors as there are regular terms of Directors expiring and other vacancies to be filled.

B. Not less than sixty (60) days before the scheduled election, the Association must send notice to each Owner of the date, time and place for the meeting. Not less than forty (40) days prior to the date of the election meeting, eligible candidates must deliver to the Association, written notice of his or her desire to run for the Board of Directors in order to be eligible to be placed on the election ballot. No candidate shall be eligible to run for the Board and shall not be placed on the election ballot if the notice of intent is not received by the 40th day or if the candidate is delinquent in the payment of any monetary obligation due and owing to the Association as of the 40th day. No nominations shall be taken from the floor of the meeting. Any candidate may but is not required to furnish the Association with an information sheet which shall be no larger than 8 ½ inches by 11 inches. The candidate's information sheet, if any, and the executed intention to run from the candidate must be received by the Association by no later than thirty-five (35) days prior to the meeting, unless a later date is permitted by Chapter 720, Florida Statutes, as amended from time to time. The Association shall have no liability for the contents of this information sheet prepared by the candidate. In order to reduce costs, the Association may print or duplicate the information sheets on both sides of the paper.

2. The Association shall provide a second notice to all Members required by Section 3.5 above, reminding them of the date, time and place of the election meeting, together with an official Association ballot listing all eligible candidates and any information sheets and the signed certificate form referenced above, received from same.

3. No Owner shall permit any other person to cast his ballot, and any such ballots improperly cast and any ballot cast not on the Association official ballot shall be deemed invalid. The Association shall follow any provision of Chapter 720, Florida Statutes' applicable to safeguarding the secrecy of ballots. In the election of Directors, there shall be appurtenant to each Unit as many votes as there are Directors to be elected. No voting representative of any Unit may cast more than one vote for any candidate, it being the intent that casting ballots in the election of Directors shall be non-cumulative. The candidates receiving the highest number of ballots cast shall be declared elected, except that any tie(s) shall be decided by a run off election.

D. A newly elected Director shall take office immediately upon the adjournment of the election meeting, provided that the ballot return referred to in Section 3.11.B above is achieved, and notwithstanding that there may not be a quorum for the annual meeting.

E. Provisos. Notwithstanding the foregoing to the contrary, the following shall apply:

1. An election and balloting submission is not required unless more candidates file notices of intent to run or are nominated than vacancies exist on the Board to be filled. In the event such an election and balloting submission is not required as described in the immediately preceding sentence, the Association shall announce the new Directors at the annual meeting, and all candidates take office as Directors immediately following the adjournment of the annual meeting.

2. In the event that the membership fills vacancies after recall pursuant to Section 4.5.B.2 below, then the election of Directors to fill the vacancies shall be governed by the procedures set forth in the applicable Administrative Rules.

3. In the event that there is an insufficient number of candidates during a particular year, to fill all vacancies such that there are fewer than the then required number of Directors on the Board, the shortage in the number of Directors shall be considered a vacancy on the Board, which may be filled by the Directors pursuant to Section 4.5.A below.

4.3 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors or to the president or secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the vacancy may be filled before the effective date if it is provided that the successor does not take office until the effective date. A written resignation once tendered cannot be rescinded. Oral resignations shall not be considered effective.

4.4 Removal of Directors (Recall). Any or all Directors may be removed with or without cause by a majority of the voting interests, either by a written agreement or at any meeting called for that purpose.

A. By Written Agreement. If a proposed recall is sought by written agreement, a separate agreement is required for each member of the Board being recalled. All requirements imposed by the Administrative Rules as amended from time to time shall be followed.

B. By Special Meeting. A special meeting for the purpose of recall may be called by ten percent (10%) of the voting interests of all Members. The proposed recall of more than one member of the Board shall require a separate vote for each member sought to be recalled. All requirements imposed by the Administrative Rules as amended from time to time shall be followed.

C. Re-election. Any Director recalled shall not be eligible for re-election until the next regular election meeting.

D. Monetary Obligation Delinquency. Any Director or Officer more than ninety (90) days delinquent in the payment of any monetary obligation due the Association shall be deemed to have abandoned the office, creating a vacancy, which shall occur without the need for a recall as provided for above.

All requirements imposed by F.S. 720.303(10), as amended from time to time, and applicable Administrative Rules, shall be followed.

4.5 Vacancy on the Board.

A. A Vacancy Other Than in Connection with Recall. If the office of any director becomes vacant for any reason, other than recall referred to in Section 4.4 above, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors who shall hold office for the unexpired term of his or her predecessor in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

B. Vacancy in Connection with Recall.

1. If a vacancy occurs on the Board as a result of a recall and less than a majority of the existing Board members are removed, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors, for such term as mandated by applicable law as amended from time to time.

2. If vacancies occur on the Board as a result of a recall and a majority or more of the existing Board members are removed, the vacancies shall be filled in accordance with applicable Administrative Rules, for such term as mandated by applicable law as amended from time to time.

3. The term "existing Board members" refers to those existing on the date of the recall meeting or date of certification of a recall by written agreement, as applicable.

4. The conduct of the recall election as well as the operation of the Association during the period after a recall but prior to the recall election, shall be as set forth in applicable Administrative Rules.

4.6 Meetings of the Board of Directors.

A. Organizational Meeting. The organizational meeting of a new Board of Directors shall be held within ten (10) days after the election of new Directors, at such place and time as may be fixed by the Directors at the annual meeting at which they were elected, upon providing not less than forty-eight (48) hours posted notice of the meeting.

B. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors.

C. Special Meetings. Special meetings of the Directors may be called by the president, and must be called by the president or secretary at the written request of a majority of the Directors.

D. Adjourned Meetings. Any duly called meeting of the Board of Directors may be adjourned to a later date by a vote of the majority of the Directors present, regardless of whether a quorum has been attained. No notice of adjournment is required to be given to any Director who was not present at the time of adjournment. Any business which might have been conducted at the originally scheduled meeting may be conducted at its continuance.

E. Telephone or Video Conference. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meetings through the use of a telephone or video conference. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.7 Notice of Board Meetings; Agenda.

A. Notice to Directors. Notice of the time and place of meetings shall be given to each Directors, personally or by mail, telephone, facsimile or e-mail, and shall be transmitted three (3) days prior to the meeting; notwithstanding the foregoing to the contrary, no notice need be given to Directors of a meeting if it is a regular meeting which is held on the same date of each month. Notice of all meetings shall state the agenda for the meeting, including any details of any (annual or special) assessment which will be discussed, considered or approved.

B. Waiver of Notice by Directors. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened; except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

C. Notice to Owners. Notices of all Board meetings including the Board's budget meeting must be posted in a conspicuous place in the Community at least forty-eight (48) hours in advance of the meeting, except in an emergency. However, a special assessment may not be levied at a Board meeting unless a written notice by mail, hand delivery or if consented to by the Owner, via electronic transmission or facsimile, of the meeting is provided to all members at least fourteen (14) days before the meeting (unless the Declaration of Covenants provides for more notice), which notice includes a statement that assessments will be considered at the meeting and the nature of the assessments. Rules that regulate use of the Lots or Dwelling Structures may not be adopted, amended or revoked at a Board meeting unless a written meeting notice is provided to all members by mail, hand delivery or if consented to by the owner, electronic transmission or facsimile at least fourteen (14) days before the meeting, which notice includes a statement that rules or changes to rules regarding use of the Lots or Dwelling Structures will be considered at the meeting. The foregoing notice which relates to special assessments or to rules regarding use of the Lots or Dwelling Structures shall also be posted conspicuously in the Community not less than fourteen (14) days before the date of the meeting (unless the Declaration of Covenants provides for more notice).

D. Petitioned Agenda. If at least twenty (20%) percent of the total voting interests petition the Board to address an item of business, the Board shall at its next regular Board meeting or at a special meeting of the Board, but not later than sixty (60) days after receipt of the petition, take the petition item up on an agenda. The Board shall give all members notice of the meeting at which the petitioned items shall be addressed by providing written notice by mail, hand delivery or if consented to by the Owner, electronic transmission and posted conspicuously in the Community not less than fourteen (14) days before the meeting.

4.8 Quorum and Voting.

A. Quorum. A quorum at a Board meeting shall be attained by the presence in person of a majority of the members of the Board of Directors then serving. Directors shall be considered present if present on a telephone or video conference with speaker phone such that the Director attending by telephone or video conference can be heard by all persons attending the meeting in person, and all persons attending the meeting in person can hear the Director attending by telephone/ video conference.

B. Vote Required. The acts approved by a majority of those Directors present and voting at a meeting at which a quorum has been attained shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the Governing Documents or by applicable statute. Directors may not vote by proxy or by secret ballot at Board meetings, except that Directors may vote by secret ballot for the election of officers. So long as required by F.S. 720.303(11), as amended from time to time, a vote or abstention for each Board member present shall be recorded in the minutes of the Board meeting.

C. Presumption of Assent. A Director who is present at a meeting of the Board, inclusive of the president, shall be deemed to have voted in favor of any action taken, unless:

1. He or she objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting specified business at the meeting; or

2. He or she votes against or abstains from the action taken. An abstention for any other reason shall be considered an affirmative vote.

4.9 Members Participation at Board Meetings. Meetings of the Board of Directors shall be open to all Members to attend and observe. The right to attend Board meetings includes the right to speak with reference to all designated agenda items, subject to reasonable written Rules and Regulations adopted by the Board of Directors governing the frequency, duration and manner of Memberships' statements. Any Member may tape record or videotape meetings of the Board of Directors, subject to any written Rules and Regulations adopted by the Board of Directors. Notwithstanding the foregoing to the contrary, no Member may videotape or tape or digitally record at any Board meeting unless the Member provides written notice of his or her intention to do so, which notice is received by the Association no later than twenty-four (24) hours prior to the scheduled time and date for the meeting.

4.10 The Presiding Officer. The president of the Association, or in his or her absence, the vice-president, shall be the presiding officer at all meetings of the Board of Directors. If neither is present, the presiding officer shall be selected by majority vote of those Directors present.

4.11 Order of Business. The order of business at meetings of the Directors, as appropriate, shall be:

A. Calling of roll

B. Proof of notice of meeting or waiver of notice

C. Reading and disposal of any unapproved minutes of Board meetings

D. Reports of officers and committees

E. Election of officers (if any)

F. Unfinished business

G. New business

H. Adjournment

4.12 Joinder in Meeting by Approval of Minutes. A Director may join in the action of a meeting by signing and concurring in the minutes of that meeting. That concurrence, however, shall not constitute the presence of that Director for the purpose of determining a quorum.

4.13 Minutes of Meeting. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by members of the Association and/or their authorized representative(s) at any reasonable time. These individuals shall have the right to make written notations from the minutes, and to receive photocopies thereof at the cost of the member concerned. The Board of Directors shall establish such cost, not to exceed the limitations imposed by law from time to time. Minutes shall be retained for a period of not less than seven (7) years after the date of the meeting.

4.14 Failure to Elect Director Quorum. If the Association or the Board of Directors fails to fill vacancies on the Board of Directors sufficient to constitute a quorum, any member of the Association may apply to the circuit court of the County for the appointment of a receiver to manage the affairs of the Association. At least thirty (30) days prior to applying to the circuit court, the member shall mail to the Association and post conspicuously on the Properties, a notice describing the intended action, giving the Association time to fill the vacancies. If during such time the Association fails to fill the vacancies, the Member may proceed with the petition. If a receiver is appointed, the Association shall be responsible for the salary of the receiver and reasonable court costs and reasonable attorneys' fees incurred by the petitioner(s). The receiver shall have all the powers and duties of a duly constituted Board of Directors and shall serve as such until the Association fills vacancies on the Board sufficient to constitute a quorum.

4.15 Committees.

A. Standing and Special Committees. The Board of Directors, by resolution, may appoint committees to assist in the conduct of the affairs of the Association.

B. Proviso. F.S. 720.303(2)(c)(3) applies to certain committees. However, same shall not apply where the attorney-client privilege lies.

Section 5. OFFICERS.

5.1 Officers - Required; Appointment; Removal; Resignation; Vacancies. The executive officers of the Association shall be a president, and a vice-president, who shall be Directors, and a treasurer and a secretary, who need not be Directors, all of whom shall be elected annually by a majority vote of the entire Board. The Board of Directors may, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association. If the Board so determines, there may be more than one vice-president. Any officer may be removed with or without cause by vote of a majority of the entire Board at any Board meeting. An officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

5.2 President. The president shall be the chief executive officer of the Association. He or she shall preside at all meetings of the members and Directors, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. He or she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors. He or she shall execute bonds, mortgages, and other contracts requiring seal of the Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board of Directors to some other officer or agent of the Association.

5.3 Vice-Presidents. The vice-presidents, in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the power of the president, and shall perform such other duties as the Board of Directors may prescribe. "Absence" or "disability" shall be viewed on a case by case, duty by duty basis, and as used herein, shall mean incapability of the president to effect a particular duty under question, incident to the office of the president.

5.4 Secretary. The secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall cause all votes and the minutes of all proceedings to be recorded in a book or books to be kept for the purpose, and shall perform like duties for the standing committees and executive committee when required. He or she shall maintain an accurate and up-to-date roster of Owners and their addresses. He or she shall keep in safe custody the seal of the Association and, when authorized by the Board, affix the seal to any instrument requiring it. The secretary shall be responsible for the proper recording of all duly adopted amendments to the Governing Documents. Any of the foregoing duties may be performed by the Assistant secretary, if one has been designated.

5.5 Treasurer. The treasurer shall have responsibility for the custody of Association funds and securities and the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Association. He or she shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He or she shall oversee disbursement of the funds of the Association, making proper vouchers for such disbursements, and shall render to the president and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Association. Any of the foregoing duties may be performed by an assistant treasurer, if any has been designated.

Section 6. COMPENSATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS. Neither Directors, officers, nor (statutory and non-statutory) committee members shall receive compensation for their services as Directors, officer or committee member (as applicable). Directors, officers and committee members shall be entitled to reimbursement for all actual and proper out-of-pocket expenses, relating to the proper discharge of their respective duties.

Section 7. FISCAL MATTERS. The provisions for fiscal management of the Association set forth in Section 5 of the Declaration shall be supplemented by the following provisions:

7.1 Annual Budget. The Board of Directors shall at a meeting called for such purpose adopt an annual budget for common expenses for each budget year, which shall run from January 1 through December 31 of the year, unless the Board votes otherwise. A notice stating the date, time and place of the Board meeting shall be mailed to or served on the Owner of each Lot not less than fourteen (14) days prior to the date of that meeting and posted conspicuously on the Properties not less than forty-eight (48) hours prior to the date and time for the meeting. The proposed budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications, and shall set out separately all fees or charges for recreational amenities, regardless of who owns same. Reserves for deferred maintenance and capital expenditures may but need not be included in the annual budget.

7.2 Annual Assessments. Annual assessments based on the adopted budget shall be paid in twelve (12) equal monthly installments, in advance, due on the first days of each and every month of every year, unless otherwise specified by the Board of Directors. Written notice of the annual assessment shall be provided to all Members prior to the commencement of the budget year; no other notices need be sent by the Association. Failure to send or receive such notice shall not excuse the obligation to pay. If an annual budget for a new budget year has not been adopted at the time the first installment for that year is due, it shall be presumed that the amount of such installment is the same as the previous installment, and shall be continued at such rate until a budget is adopted and *pro rata* assessments are calculated, at which time any overage or shortage calculated shall be added or subtracted from each Lot's next due installment. In the event that the annual budget is amended, the overage or shortage calculated shall be added or subtracted equally over the balance of the annual assessment installments due for the year.

7.3 Special Assessments. Special assessments may be imposed for any lawful purpose. Special assessments are due on the date(s) specified in the resolution of the Board of Directors approving such assessments.

7.4 Acceleration of Assessments. If any annual or special assessment installment as to a Lot becomes more than thirty (30) days past due, the Association shall have the right to accelerate the due date of the entire unpaid balance of the Lot's annual assessment for that budget year and/or special assessment, as applicable. The accelerated assessment shall be due and payable on the date on which the Claim of Lien is recorded. Once the Claim of Lien is recorded, the Association shall send the delinquent owner a notice that the right of acceleration has been exercised.

7.5 Depository. The Association shall maintain its accounts in such financial institutions or funds as shall be designated from time to time by the Board. Withdrawal of monies from such accounts shall be only by such person(s) as are authorized by the Board. The Board may invest Association funds in interest-bearing accounts, money market funds, certificates of deposit, U.S. Government securities, and other similar investment vehicles.

7.6 Financial Reporting. The Board of Directors shall have performed and shall provide or make available such form of accounting as required by applicable provisions of F.S. 720.303(7) as amended from time to time.

7.7 Fiscal Year. The fiscal year for the Association shall be from January 1st through December 31st, unless otherwise voted by the Board of Directors from time to time.

7.8 Annual Election of Income Reporting Method. Based on competent advice, the Board of Directors shall make a determination annually of the method by which the Association's income shall be reported to the Internal Revenue Service, based upon the method which yields the lowest tax liability.

Section 8. SUSPENSIONS AND FINES.

8.1 Suspensions. The Association has the right, in addition to all other available legal remedies, to suspend the rights of an Owner or an Owner's tenants, guests, invitees or both, to use the recreational areas for violations of the Governing Documents and/or Rules and Regulations. The Association also has the power to suspend the foregoing referenced use rights when an Owner is more than ninety (90) days delinquent in the payment of any fine, fee, or other monetary obligation due and owing to the Association. The Association shall observe all limitations and requirements on this subject as set forth in Chapter 720, Florida Statutes, as amended from time to time.

8.2 Fines. A fine may be levied by the Association in an amount not to exceed One Hundred ($100.00) Dollars per violation and may be levied on the basis of each day of a continuing violation in an amount not to exceed One Hundred Dollars ($100.00) per day up to a maximum aggregate of One Thousand Five Hundred Dollars ($1,500.00). The Association shall observe all limitations and requirements on this subject as set forth in Chapter 720, Florida Statutes, as amended from time to time. A fine may be re-imposed for the same violation upon providing the same notice and opportunity for a hearing.

Section 9. PARLIAMENTARY RULES. ROBERTS' RULES OF ORDER (latest edition) Robert Rules of Order shall govern the conduct of meetings of the membership and Board of Directors when not in conflict with the Governing Documents or applicable law, unless the Association's Board of Directors adopts their own rules pertaining to conduct of meetings of the membership.

Section 10. EMERGENCY POWERS AND EMERGENCY BY-LAWS.

10.1 Emergency Powers. The Association shall have those emergency powers set forth in F.S. 720.316, as amended from time to time

10.2 Emergency By-Laws. The Association shall have the power to adopt emergency By-Laws pursuant to F.S. 617.207, as amended from time to time.

Section 11. AMENDMENT OF THE BY-LAWS. All amendments to the By-Laws shall be proposed and adopted in the following manner:

11.1 Proposal. Amendments to these By-Laws may be proposed by the Board of Directors or by written petition signed by the Owners of one-fourth (1/4) of the Lots.

11.2 Procedure; Notice and Format. In the event that any amendment is proposed by the Board of Directors, then the Board may propose the amendment to be considered at the annual or a special members' meeting. In the event that any amendment was proposed by written petition of the members, then the Board shall have forty (40) days from its receipt of the petition or ten (10) days after its next regular meeting, whichever time period is greater, to certify that the proper number of owners executed the petition. Once certified, the Board shall call a meeting of the members to vote on the amendments within sixty (60) days after certification of the signatures. An amendment may be considered at the annual or a special members' meeting. The full text of any amendment to the By-Laws shall be included in the notice of the members' meeting of which a proposed amendment is considered by the members. New words shall be inserted in the text by underlining and words to be deleted shall be lined through with hyphens; however, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Laws. See provision ______ for present text."

11.3 Vote Required. Except as otherwise provided by Florida law or by specific provision of the Governing Documents, the By-Laws may be amended by a vote of a majority of the entire membership of the Board of Directors then serving and by the affirmative vote of not less than a majority of the voting interests of those members casting votes at a membership meeting. In the event that an amendment is proposed by a written petition signed by the Owners pursuant to Section 11.1 above, then the approval of the Board of Directors shall not be required.

11.4 Certificate; Recording; Effective Date. A copy of each adopted amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be in the form required by law and shall be executed by any officer of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the Public Records where the By-Laws are recorded.

11.5 Provisos. Notwithstanding any provision in these By-Laws to the contrary:

A. An Amendment to these By-Laws that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

CERTIFICATE OF ADOPTION OF THE AMENDED AND RESTATED BY-LAWS

THE UNDERSIGNED, being the president of DELRAY VILLAS PLAT NO.1 HOMEOWNERS ASSOCIATION, INC., hereby certifies that the foregoing was approved by not less than a majority of the entire membership of the Board of Directors, approved on May 28th, 2026, at a board meeting called for the purpose, with quorum present; and was approved by not less than a majority of the voting interests of those members. **The number of votes was sufficient for approval.**

The foregoing both amend and restate the By-Laws in their entirety.

EXECUTED this 8th day of June, 2026

WITNESSES:

Sign: [signature]
Print: Anita Marie Mitchell-Shelton
Address: 14165 Campanelli Dr
Delray Beach FL 33484

Sign: [signature]
Print: Robert Ben Eliyahu
Address: 14166 Campanelli Drive
Delray Beach FL 33484

DELRAY VILLAS PLAT NO. 1 HOMEOWNERS ASSOCIATION, INC.

By: [signature]
PRESIDENT
Print: ANDREA MITCHELL-SHELTON
Address: 14165 CAMPANELLI DR
DELRAY BEACH, FL 33484

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 8th day of June, 2026, before me personally appeared Andrea Mitchell Shelton, President of DELRAY VILLAS PLAT NO. 1 HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, who is physically present and personally known to me or who has produced FL DL M324-000-65-660-0 (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid 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 14165 Campanelli Drive, Delray Beach FL 33484 in the County of Palm Beach, State of Florida, the day and year last aforesaid.

SHERRIE P. DUFFY
Notary Public - State of Florida
Commission # HH 360102
My Comm. Expires Mar 14, 2027
Bonded through National Notary Assn.

NOTARY PUBLIC
Sign: [signature]
Print: Sherrie P. Duffy

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