

CONDOMINIUM OWNERS' ORGANIZATION OF CENTURY VILLAGE EAST, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I - NAME & DEFINITIONS

Sec. 1.1 The name of this organization shall be the "Condominium Owners Organization of Century Village East, Inc.", hereinafter called the "Corporation." It is a corporation not for profit, organized and existing under Florida law, and also known by the abbreviation "COOCVE."

Sec. 1.2 DEFINITIONS

- a. "AREA" means the "21 areas" of Century Village East.
- b. "ARTICLES" means the Articles of this CORPORATION.
- c. "BYLAWS" means this document.
- d. "CONDOMINIUM ASSOCIATION" means a corporation not for profit as is defined in the Condominium Act, Chapter 718, Florida Statutes (19760 The Statutory successor of Chapter 711).
- e. "BOARD OF DIRECTORS" means the Board of Directors of this CORPORATION composed of the EXECUTIVE BOARD and ASSOCIATION REPRESENTATIVE DIRECTORS.
- f. "OFFICERS" means the elected Officers of this CORPORATION.
- g. "CENTURY VILLAGE EAST" means the planned residential condominium community developed on lands whether or not contiguous, by CENTURY VILLAGE EAST, INC., or its successors in interest and designated and actually developed at CENTURY VILLAGE, Deerfield Beach, Broward County, Florida, and also known by the abbreviation "CVE".
- h. "CORPORATION" means THE CONDOMINIUM OWNERS ORGANIZATION OF CENTURY VILLAGE EAST, INC.

ARTICLE II - LOCATION

Sec. 2.1 The office of the Corporation shall be located in Century Village East, and currently is 3500 West Drive, Deerfield Beach FL, 33442.

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ARTICLE III - PURPOSES

- Sec. 3.1 COOCVE is a volunteer, 617, not-for-profit organization responsible for Education, Research and Recommendations on issues that may improve overall quality of life in Century Village East. COOCVE, when appropriate, may act as liaison for the ASSOCIATIONS on issues concerning the state and local government agencies, Master Management and CenClub.
- Sec. 3.2 COOCVE is a resource for educational seminars, information about community webinars and videos, and provides information and support for ASSOCIATION boards and unit owners.
- Sec. 3.3 COOCVE maintains a website as an informational and research library, and voluntarily staffs an office for assistance to residents and board members.
- Sec. 3.4 COOCVE owns no real property and has no jurisdiction whatsoever over any of CVE's 8,508 condominium owners and their 253 respective associations.
- Sec. 3.5 In order for COOCVE to provide service to the 8,508 unit owners and to provide for the election of the Boards of MASTER MANAGEMENT, CENCLUB and COOCVE, each CONDOMINIUM ASSOCIATION shall submit an Officer and Director Form (O & D) as prescribed by the CORPORATION within 30 days after their annual meeting and submit any changes by November 1. The failure to do so will result in a forfeiture of Electors' voting rights for that year.

ARTICLE IV - FISCAL YEAR

- Sec. 4.1 The fiscal year of the CORPORATION shall be the calendar year.

ARTICLE V - MEETINGS

- Sec. 5.1 *Annual Meetings.* An Annual Meeting of the CORPORATION, including election of officers, shall be held in January of each calendar year.
- Sec. 5.2 *Regular Meetings.* The BOARD OF DIRECTORS shall hold meetings at least in the months of Oct., Nov., Jan., Feb., Mar., and June on the 3rd Tues. of the month. The President, with the advice and consent of the OFFICERS, shall decide when additional regular meetings may be held. Any unit owner may attend regular meetings of the BOARD OF DIRECTORS and may speak during Open Mic, subject to meeting rules.
- Sec. 5.3 *Special Meetings.* Special Meetings can be called at any time by the President, or a majority of the Executive Board or 10% of the 414 Association Representative DIRECTORS.
- Sec. 5.4 Order of Business for Board of Directors Regular Meetings:
1. Meeting Called to Order
 2. Pledge of Allegiance
 3. Approval of Minutes of Previous Meeting
 4. President's Report

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5. Treasurer's Report
6. Other Officers and Invited Guests, i.e. Master Management and CenClub
7. Committee Reports
8. Old Business
9. New Business
10. Open Mic
11. Adjournment

- Sec. 5.5 *Conduct of Meetings.* The presiding officer may impose time limits or other rules for the orderly conduct of the meeting and shall direct any officer or committee chairperson or member most familiar with the subject matter to make a response or reply thereto.
- Sec. 5.6 *Location of Meetings.* Meetings shall be held electronically or in person at any place or places designated by the OFFICERS.
- Sec. 5.7 *Notice of Meetings.* Notice of regular meetings approved by the President, will be prepared and distributed to the Directors at least two (2) weeks prior to the meeting date, stating the time and place of the meeting. Notice of special meetings approved by the President, will be prepared and distributed to the Directors at least three (3) days prior to the meeting date and shall set forth the date, time, place and purpose thereof. Whenever possible, at least three (3) days before the next scheduled meeting, an agenda of the business to be transacted will be distributed.
- Sec. 5.8 Established quorum is 75 directors. For electronic voting, quorum is established by votes cast. In person voting requires establishing a quorum at the meeting. Electronic voting will be the default method used unless noticed otherwise.

ARTICLE VI –BOARD OF DIRECTORS

COOCVE Board of Directors will consist of two bodies: EXECUTIVE BOARD and ASSOCIATION REPRESENTATIVE DIRECTORS. Both bodies together represent the COOCVE BOARD OF DIRECTORS.

Sec. 6.1 DUTIES AND POWERS OF THE EXECUTIVE BOARD:

- a. **EXECUTIVE BOARD Composition, Election, and Terms:** The EXECUTIVE BOARD shall consist of seven (7) Officers elected by the ASSOCIATION REPRESENTATIVE DIRECTORS for two-year terms, subject to the following process:
 1. **Pool Election:** The election shall be for untitled Officer positions. The ASSOCIATION REPRESENTATIVE DIRECTORS shall elect the required number of Officers each year.
 2. **Staggered Terms and Transition:** The election shall maintain the existing staggered system of two-year terms. The January 2026 election shall proceed under the rules in effect prior to this Amendment. The first election of untitled Officers under this new "pool" process shall be the January 2027 election. Three (3) Officers elected in odd-numbered years, and four (4) Officers elected in even-numbered years.

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3. **Election of Titles:** Within ten (10) days following the Annual Meeting, the EXECUTIVE BOARD, composed of newly elected and continuing Officers, shall hold an organizational meeting to elect titled Officers. An Officer may only hold one titled position at a time. Any continuing Officer whose specific title was fixed under the prior Bylaws and whose term has not yet expired may at their sole discretion retain that title until term ends.
 4. **Required and Flexible Titles:** Beginning with the January 2027 election, Officer titles shall be: President, Vice-President, Secretary, and Treasurer. Remaining Officer positions shall be designated as "Officer" or such other title as determined by a majority vote of the EXECUTIVE BOARD.
 5. **Removal from Executive Titles:** Any Officer's title may be removed or reassigned, with or without cause, by a majority vote of the EXECUTIVE BOARD at any regular or special meeting. Removal of an Officer's title does not remove the individual from their position as an elected Officer on the EXECUTIVE BOARD.
- b. The EXECUTIVE BOARD takes office on February 1 following the election.
 - c. The EXECUTIVE BOARD shall conduct the day-to-day business of the corporation and all duties normally associated with an EXECUTIVE BOARD. The duties include preparing and approving such items as the annual business plan and corresponding budget for the following year.
 - d. The EXECUTIVE BOARD shall present the proposed business plan and budget to the BOARD OF DIRECTORS in June for their input prior to the Executive Board finalizing and adopting the budget. The EXECUTIVE BOARD shall present the finalized business plan and budget to CENCLUB and MASTER MANAGEMENT in July.
 - e. The EXECUTIVE BOARD may conduct, from time-to-time, community surveys when deemed necessary.
 - f. The EXECUTIVE BOARD may fill any vacancy by appointment for the remainder of that position's term.
 - g. EXECUTIVE BOARD MEMBERS must also be ASSOCIATION REPRESENTATIVE DIRECTORS in order to vote in a BOD election.

Sec. 6.2 DUTIES AND POWERS OF ASSOCIATION REPRESENTATIVE DIRECTORS:

- a. ASSOCIATION REPRESENTATIVE DIRECTORS are elected by each Association as described in following formula:
 1. Each 16, 20 and 24 unit association shall elect one (1) of its unit owners.
 2. Each 56 and 64 unit association shall elect three (3) of its unit owners.
 3. Each 72 and 80 unit association shall elect four (4) Swansea eight (8) of its unit owners.
 4. Each 96 unit associations shall elect five (5) of its unit owners.

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- b. Effective participation by all CVE Associations creates an elected group of ASSOCIATION REPRESENTATIVE DIRECTORS with a maximum number of 414.
- c. Each association may also elect or appoint Alternate ASSOCIATION REPRESENTATIVE DIRECTORS to serve, if needed, in annual elections only, as stipulated by the election committee.
- d. ASSOCIATION REPRESENTATIVE DIRECTORS shall take office on February 1 and serve until January 31 of the ensuing year.
- e. ASSOCIATION REPRESENTATIVE DIRECTOR vacancies may be filled by their association at any time. However, in order to be eligible to vote in the January elections, the vacancy must be filled no later than the November meeting of the COOCVE BOARD OF DIRECTORS.
- f. ASSOCIATION REPRESENTATIVE DIRECTORS elect the COOCVE EXECUTIVE BOARD. The election of the boards of MASTER MANAGEMENT and / or CENCLUB will be based on their respective documents.
- g. Ensure COOCVE receives their O & D forms within 30 days of their Associations' annual meeting.
- h. Attend BOD meetings and participate in voting, either electronically or in person. on all motions raised in any Board of Directors meeting, including amendments to Articles of Incorporation and Bylaws
- i. Approve expenditures over \$3,000, excluding the following: insurance, legal, accounting, and office support.
- j. Attend educational programs regarding the responsibilities of an ASSOCIATION REPRESENTATIVE DIRECTOR.
- k. Provide critical input on matters that impact the entire community.
- l. Make recommendations for potential education and research projects that may improve the quality of life of our 8,508 owners and their respective associations.
- m. Serve on committees when called upon.
- n. No compensation shall be paid to DIRECTORS of the CORPORATION.

Sec. 6.3 QUALIFICATIONS OF COOCVE BOARD OF DIRECTORS

- a. Must be a natural person and be a real property owner in CVE.
- b. Cannot be employed, full-time, part-time, or otherwise by MASTER MANAGEMENT, CENCLUB, CVE REPORTER, their successors and/or assigns, or any other subsidiary, successor or associated company or contractor of such company doing

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business with COOCVE or its associations.

- c. No person currently instituting or participating in any legal action against their association, COOCVE, CENCLUB, MASTER MANAGEMENT, CVE REPORTER, their successors and/or assigns.
- d. No convicted felon whose civil rights have not been restored.
- e. No person who has been convicted of any crime involving dishonesty or moral turpitude.
- f. No person who is not current in payments owed to their Association, MASTER MANAGEMENT, or CENCLUB.
- g. No DIRECTOR may communicate publicly for the CORPORATION in any manner without proper authorization from the President.

Sec. 6.4 REMOVAL and RESIGNATION OF DIRECTORS

- a. Any DIRECTOR may be removed, with cause, by majority action of the BOARD OF DIRECTORS at any time, with disclosure at the next BOARD OF DIRECTORS meeting.
- b. As used herein, the term "cause" shall mean any of the following acts: (1) conviction of the commission of a felony; (2) the commission of any act involving fraud or moral turpitude; (3) the misappropriation of assets of the CORPORATION; (4) misconduct which is materially injurious to the CORPORATION; or (5) the reasonable determination that the DIRECTOR materially failed to perform his/her lawful duties at a time when he/she knew or reasonably should have known he/she was doing so; (6) becoming delinquent in any payments to his/her ASSOCIATION, MASTER MANAGEMENT or CENCLUB.

Sec. 6.5 The DIRECTORS and OFFICERS shall not be held personally liable for any debts, liabilities, or other obligations of the CORPORATION.

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ARTICLE VII – OFFICERS

Sec. 7.1 **Officers.** The Corporation's Officers shall sit on the EXECUTIVE BOARD and shall consist of President, Vice-President, Secretary, Treasurer, and three (3) "Officer" positions or such other titles as determined by the Executive Board. Anyone elected to legacy titles of Assistant Treasurer, Assistant Secretary, and Sergeant at Arms may remain until January 31, 2028.

- a. No COOCVE OFFICER may serve as a member or chair on the Election Committee.

Sec. 7.2 REMOVAL, RESIGNATION AND VACANCIES OF OFFICERS:

- a. Any COOCVE OFFICER may be removed, with cause, by majority action of the BOARD OF DIRECTORS present in a meeting or voting electronically. The EXECUTIVE BOARD may suspend the OFFICER in question until such vote takes place.
- b. As used herein, the term "cause" shall mean any of the following acts: (1) conviction of the commission of a felony; (2) the commission of any act involving fraud or moral turpitude; (3) the misappropriation of assets of the CORPORATION; (4) misconduct which is materially injurious to the CORPORATION; or (5) the reasonable determination that the OFFICER materially failed to perform his/her lawful duties at a time when he/she knew or reasonably should have known he/she was doing so, (6) communicating publicly for the CORPORATION in any manner without proper authorization from the President.
- c. The notice of meeting at which a vote is taken to remove an OFFICER will state that the purpose, or one of the purposes of the meeting is the removal of the Officer.
- d. The OFFICER whose potential removal is to be voted upon shall be given a minimum of two (2) weeks written notice of the meeting at which a vote on potential removal is to be held.
- e. An OFFICER may resign at any time by delivering written notice to the President and Vice President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- f. Any OFFICER vacancy may be filled for the remainder of the position's term by appointment by majority vote of the EXECUTIVE BOARD.

Sec. 7.3 DUTIES AND POWERS OF OFFICERS

- a. **President** shall be the Chief Executive Officer of the CORPORATION and shall chair the EXECUTIVE Board. He/she shall have all the powers and duties usually vested in that office.
 - 1. Shall appoint all committee members and chairpersons except as herein otherwise provided; he/she shall be a member ex-officio of all committees, except the COOCVE Election Committee.
 - 2. May approve expenditures not exceeding \$3,000, except for items listed in

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section 6.2.i, without prior approval of the EXECUTIVE BOARD, provided, however, that he/she may not incrementally fund in that manner expenditures greater than \$3,000 not previously approved.

3. May appoint any EXECUTIVE BOARD member to represent him/her as ex-officio member on committees, except the COOCVE Election Committee.
 4. Shall call for the next year's budget meeting annually in July with Master Management and CenClub.
 5. May establish and dissolve committees from time to time as needed.
- b. **Vice President** shall aid and assist the President in all matters and serve on any committees. The Vice President shall assume the duties of the President in his/her absence or incapacity. The Vice President shall be responsible for providing research and educational services and may serve on any committees.
- c. **Treasurer** shall aid and assist the President in all matters and serve on any committees. He/she shall have custody of all tangible and intangible properties of the CORPORATION, including funds, securities, property and evidence of indebtedness.
1. He/she shall keep the financial records of the CORPORATION in accordance with good accounting practices and shall perform all other duties incidental to the Office of Treasurer.
 2. Shall prepare for and attend the budget meeting annually in July with Master Management and CenClub.
 3. He/she shall make reports at each regular meeting of the BOARD OF DIRECTORS.
 4. All monies of the CORPORATION shall be deposited in the name of the CORPORATION in such banks as the Finance Committee shall designate.
 5. All monies of the CORPORATION shall be withdrawn only by check, draft or other electronic instruments for any invoice that carries the approval signatures of the Treasurer and the President.
- d. **Secretary** shall prepare and approve all meeting minutes, shall aid and assist the President in all matters and serve on any committees. He/she shall assist, at the discretion of the President, in sending out notices and in other administrative functions.
- e. **Officers** shall perform such duties as may be assigned by the President or the EXECUTIVE BOARD.

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Transition Provision: Duties assigned to legacy titles, including Assistant Treasurer, Assistant Secretary, and Sergeant-at-Arms, shall remain in effect only through January 31, 2028, after which these positions shall be reclassified as "Officer".

Sec. 7.4 No compensation shall be paid to OFFICERS of the CORPORATION.

ARTICLE VIII – AMENDMENTS

- Sec. 8.1 The BOARD OF DIRECTORS shall have the power to alter, amend or repeal these BYLAWS or adopt new BYLAWS.
- Sec. 8.2 Proposed written amendments or revisions to these BYLAWS shall be submitted to the BYLAWS Committee.
- Sec. 8.3 All such proposed amendments or revisions, together with the recommendations of the BYLAWS Committee, shall be published on COOCVE.com for the consideration of the BOARD of DIRECTORS and to vote thereon following publication on the website or electronically as reasonable at the time.
- Sec. 8.4 Established quorum is 75 DIRECTORS. For electronic voting, quorum is established by votes cast. In person voting requires establishing quorum at the meeting. Electronic voting will be the default method used unless noticed otherwise.
- Sec. 8.5 If approved by a majority vote of the DIRECTORS present in a meeting or voting electronically, the amendments or revisions shall be adopted and made part of these BYLAWS. Nothing herein contained shall diminish the authority of the BYLAWS Committee to propose and submit amendments and/or revisions on its own recommendations.

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IX – ELECTION COMMITTEE

Sec. 9.1 At the July meeting of the EXECUTIVE BOARD, the President shall, with the approval of the EXECUTIVE BOARD, appoint an Election Committee (of which no member shall be a candidate for office) consisting of no less than three (3) members from CVE Associations. The committee will elect its own Chairperson.

- a. The Election Committee, subsequent to its appointment, shall request and accept applications from candidates for the respective boards of each corporation for which it is requested to conduct elections, i.e. COOCVE, MASTER MANAGEMENT and CENCLUB. The election of the boards of MASTER MANAGEMENT and/or CENCLUB will be based on their respective documents.
- b. The authority to approve or reject Candidates lies with the respective CORPORATION based on its bylaws and candidate requirements. No person who is a director or officer of MASTER MANAGEMENT or CENCLUB, their successors and/or assigns, may be nominated for the COOCVE EXECUTIVE BOARD.
- c. The COOCVE Election Committee shall thereupon prepare a list of such candidates to be submitted to the ASSOCIATION REPRESENTATIVE DIRECTORS no later than the November meeting of the COOCVE BOARD OF DIRECTORS.

Sec. 9.2 VOTING

- a. Elections shall be held annually, in January for the BOARD OF DIRECTORS of COOCVE. Either board of CENCLUB or MASTER MANAGEMENT, may request to be included in that election. The ASSOCIATION REPRESENTATIVE DIRECTORS comprise the voting body of any COOCVE held January election.
- b. Elections shall be by closed ballot with winners determined by a majority of votes cast with the highest number of votes determining the results.
- c. If the number of candidates exceeds the number of open positions required to fill, and there is a tie for the final position, a run-off election will be held.

Sec. 9.3 The Election Committee may be called upon at any time by the Executive Board for any other voting that may be deemed necessary.

ARTICLE X – COMMITTEE OF AREA CHAIRS

Sec. 10.1 Committee of up to twenty-one (21) AREA CHAIRS representing AREAS in Century Village East. The AREA CHAIR is elected by the area he/she represents. If no area chair runs for the position or a vacancy occurs, the AREA CHAIR may be appointed by the President for a one-year term commencing on February 1st or upon vacancy. The AREA CHAIR appointments shall take place any time within the year. The appointment will expire January 31 of the following year.

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Sec. 10.2 QUALIFICATIONS OF AREA CHAIRS

- a. AREA CHAIRS must be a natural person and be a real CVE property owner.
- b. AREA CHAIRS cannot be employed, full-time, part-time, or otherwise by MASTER MANAGEMENT or CENCLUB, their successors and/or assigns, or any other subsidiary, successor or associated company or contractor of such company doing business with COOCVE or its associations.
- c. No person, currently instituting or participating in any legal action against COOCVE, CENCLUB, or MASTER MANAGEMENT, their successors and/or assigns, shall be eligible to serve as an AREA CHAIR.
- d. No convicted felon whose civil rights have not been restored shall be eligible to serve as an AREA CHAIR.
- e. No person who has been convicted of any crime involving dishonesty or moral turpitude shall be eligible to serve as an AREA CHAIR.
- f. Persons who are not current in payments owed to their Association, MASTER MANAGEMENT, or CENCLUB are not eligible to serve as an AREA CHAIR.

Sec. 10.3 Responsibilities of COMMITTEE OF AREA CHAIRS

- a. To elect its CHAIR OF AREA CHAIRS at the February meeting. In the absence of an elected Chairperson, the COOCVE President may appoint the Chairperson.
- b. The COMMITTEE OF AREA CHAIRS would meet a minimum of 6 times a year. These meetings would be open to all COOCVE DIRECTORS and interested CVE residents.
- c. Each AREA CHAIR shall conduct unit owner meetings and/or Association meetings as needed, with a minimum of three (3) times per year.
- d. Members of the COMMITTEE OF AREA CHAIRS shall submit all meeting reports to the committee chairperson, and the chairperson will make a consolidated report at regular COOCVE BOARD OF DIRECTOR meetings.
- e. AREA CHAIRS will attend, watch videos of, or read minutes in the Reporter of COOCVE, CENCLUB and MASTER MANAGEMENT monthly board meetings, and be signed up to receive all communication from each of those entities in order to keep abreast of what is happening in CVE.
- f. AREA CHAIRS will act as a liaison between associations within their AREA, MASTER MANAGEMENT and CENCLUB for common issues and resolutions pertaining to their AREA.
- g. AREA CHAIRS may make recommendations to the CHAIR OF AREA CHAIRS to bring to the COOCVE BOARD OF DIRECTORS for consideration any item(s) beneficial to the committee, owners or associations, to include but not limited to:

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- (1) Education programs, seminars, etc.
- (2) Website postings.
- (3) Changes and additions to committees' responsibilities.

ARTICLE XI - EXECUTIVE COMMITTEE

- Sec. 11.1 The Executive Committee shall consist of the COOCVE EXECUTIVE BOARD, the President of CenClub and the President of CVE Master Management, their successors and/or assigns. All decisions of the Committee shall be made by a majority vote of its members present and voting.
- Sec.11.2 Meeting of the Executive Committee shall be called in April to vote to approve the appointed directors for the CVE Reporter. The Executive Committee may hold other meetings as needed at the discretion of the President or at the written request to the Executive Board of at least five (5) members thereof.
- Sec. 11.3 NO LIABILITY OF EXECUTIVE COMMITTEE. The members of the Executive Committee shall not be personally liable for any debts, liabilities, or other obligations of the CORPORATION.

ARTICLE XII - CVE REPORTER

- Sec. 12.1 The CVE REPORTER, Inc. ("REPORTER") is a for-profit corporation established under Florida law and whose shares are owned by COOCVE. The REPORTER is governed by its Board of Directors who are appointed by the COOCVE President and approved by the Executive Committee, and in accordance with the REPORTER'S Articles of Incorporation and its Bylaws. The financial records of the REPORTER are subject to audit by COOCVE.
- Sec. 12.2 The editorial policy and news content shall be subject to the supervision and control of the REPORTER subject to the following limitations:
- a. The REPORTER is published a minimum of nine times a year and distributed without charge to residents of Century Village East for their information concerning the monthly meetings of the COOCVE BOARD and its committees, and also contains bus and theater schedules, and contributed articles of interest to residents of Century Village East. The REPORTER shall also serve as one of the distribution places for official notices of COOCVE, CENCLUB HOMEOWNERS ASSOCIATION INC., and CVE MASTER MANAGEMENT COMPANY, INC., their successor and/or assigns, along with CVEDB.com (website.)
 - b. As COOCVE is a not-for-profit corporation, its officers, directors, editors, staff, and committee people are not responsible for typographical errors or misrepresentations in any advertisement or article. They are not responsible, and assume no liability for, the content of, or any opinions expressed in, any contributed articles which represent the author's own opinion and not necessarily the opinion of COOCVE or the REPORTER. Acceptance of advertising for products or services in no way constitutes an official endorsement of the product.

ARTICLE XIII – INDEMNIFICATION

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Sec. 13.1 Except to the extent limited by applicable law or the CORPORATION's ARTICLES, the CORPORATION shall indemnify a person who was, is, or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (a "Proceeding") , by reason of the fact that he or she is or was a DIRECTOR, officer, employee, or agent of the CORPORATION, against expenses, including actual and reasonable attorneys' and experts' fees, judgements, penalties, fines, taxes , and amounts paid in settlement actually and reasonably incurred by him or her in connection with a civil Proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the CORPORATION and, in the case of a criminal Proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of a Proceeding by judgement, order, settlement, conviction, or plea of nolo contendere shall not alone create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the CORPORATION or that the person had reason to believe that his/her other conduct was unlawful.

ARTICLE XIV – INSURANCE

Sec. 14.1 The CORPORATION shall have insurance to cover and protect its assets, its Board of Directors, Officers, and its Committee members.

Sec. 14.2 The Corporation shall, at its expense, procure a fidelity bond insuring it against the possible dishonesty of the OFFICERS and DIRECTORS, in an amount set by the Executive Board.

ARTICLE XV - PARLIAMENTARY PROCEDURES

Sec. 15.1 All meetings shall be conducted in accordance with Robert's Rules of Order without diminishing the power and authority of the presiding officer to alter the regular order of business.

ARTICLE XVI - UNAUTHORIZED STATEMENTS AND ACTS

Sec. 16.1 No OFFICER, DIRECTOR, CONDOMINIUM ASSOCIATION, unit owner or committee of the CORPORATION shall use the name "Condominium Owners Organization of Century Village East, Inc." for any purpose whatsoever without the prior written approval of the OFFICERS of the CORPORATION

Sec. 16.2 No person or committee shall speak or make any binding commitment on behalf of the CORPORATION without the express written approval of the OFFICERS of the CORPORATION.

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ARTICLE XVII - OFFICIAL LOGO

Sec. 17.1 The following has been duly adopted by the BOARD OF DIRECTORS as the CORPORATION's Official Logo:



The above amendments were duly adopted on **January 20, 2026** by the DIRECTORS of this Corporation in accordance with the requirements of the ARTICLES and BY-LAWS and appear on said minutes of said corporation. THE CONDOMINIUM OWNERS ORGANIZATION OF CENTURY VILLAGE EAST, INC.

Signatures

President, COOCVE: *Paul A. Anderson* Date: 2/1/26
Secretary, COOCVE: *Judith Stagnaro* Date: 2-1-26