

LAND COURT

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**FIRST AMENDMENT TO THE RESTATED BYLAWS OF THE ASSOCIATION OF  
APARTMENT OWNERS OF THE VILLA ON EATON SQUARE**

**TITLE GUARANTY OF HAWAII**  
INCORPORATED  
HONOLULU, HAWAII

TITLE GUARANTY OF HAWAII, INCORPORATED  
HEREBY CERTIFIES THAT THIS IS A TRUE COPY  
OF THE ORIGINAL DOCUMENT RECORDED AS  
LAND COURT DOCUMENT NO. **2497587**

AND NOTED ON TRANSFER CERTIFICATE  
OF TITLE NO. **462419**

ON **NOVEMBER 05, 1998** AT **8:01 A.M.**

BY:

  
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2497587 R VILLA ON EATON SQUARE

DATE OF RECORDING : NOVEMBER 05, 1998

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TCT NO. : 462419

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**FIRST AMENDMENT TO THE RESTATED BYLAWS OF THE ASSOCIATION OF  
APARTMENT OWNERS OF THE VILLA ON EATON SQUARE**

WHEREAS, Hawaii Senate Bill No. 3113/Act 215 ("Act"), signed into law on July 17, 1998, permits mixed use condominium projects to amend their Bylaws to provide for proportional representation of residential and commercial ownership interests on the Board of Directors upon the approval of more than fifty percent (50%) of owners of the common interest;

WHEREAS, in accordance with the Act, on October 8, 1998, more than fifty percent (50%) of the common ownership interest of the Association of Apartment Owners of the Villa on Eaton Square approved and hereby adopted this amendment to the Restated Bylaws of the Association of Apartment Owners of the Villa on Eaton Square recorded August 20, 1990, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1756758;

NOW, THEREFORE, the Restated Bylaws of the Association of Apartment Owners of the Villa on Eaton Square recorded August 20, 1990, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1756758, and as noted on the **Transfer Certificates of Title, a complete listing of which is attached hereto as Exhibit "A"**, are hereby amended as follows:

1. Article II, Section 1(B) of the Restated Bylaws of the Association of Apartment Owners of the Villa on Eaton Square, recorded August 20, 1990, is REWRITTEN to now read as follows:

**"Composition of Board of Directors. The composition of the Board of Directors shall reflect the proportionate number of commercial units and residential units contained in the project as described in Section 4 on Pages 2-3 of the Restated Declaration of Condominium Property Regime of the Villa on Eaton Square recorded August 20, 1990. Accordingly, of the nine seats available on the Board of Directors, two seats shall be designated as commercial seats, to be occupied only by an owner of a commercial apartment unit, and the remaining seven seats shall be designated as residential seats, to be occupied only by an owner of a residential apartment unit." (This Section shall be hereinafter referred to as, "Board Composition Amendment").**

2. The third sentence (and all language thereafter in such paragraph) of Article II, Section 3 of the Restated Bylaws of the Association of Apartment Owners of the Villa on Eaton Square, recorded August 20, 1990, is REWRITTEN to now read as follows:

**“Within sixty days of the filing of the Board Composition Amendment with the Land Court, State of Hawaii, a meeting of the Association shall be called and conducted, and at such meeting, a new Board of Directors shall be elected in accordance with the Board Composition Amendment. All seats of the Board of Directors shall be elected at such meeting. At this, and all subsequent meetings of the Association called to elect members to the Board of Directors, the votes of commercial apartment unit owners shall be cast and counted solely to elect candidates to fill the two designated commercial seats on the Board of Directors, and the votes of residential apartment unit owners shall be cast and counted solely to elect candidates to fill the seven designated residential seats on the Board of Directors. The initial terms shall be the same as those established at the first annual meeting of the Association whereby one-third of the directors elected for one year, one-third for two years, and one-third for three years.”**

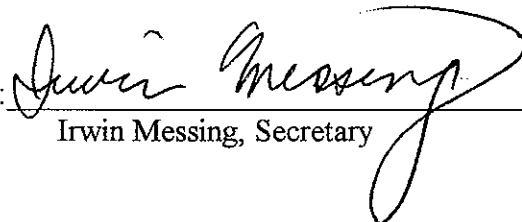
3. Article II, Section 5 of the Restated Bylaws of the Association of Apartment Owners of the Villa on Eaton Square, recorded August 20, 1990, is AMENDED with ADDITION of the following sentence to appear at the end of Article II, Section 5:

**“Any removal and replacement of director(s) undertaken in accordance with the procedures specified herein shall not affect the proportionate composition of the Board of Directors as prescribed in the Board Composition Amendment as set forth herein at Article II, Section 1(B) above.”**

Except as specifically set forth above, all other provisions of the Restated Bylaws of the Association of Apartment Owners of the Villa on Eaton Square recorded August 20, 1990, filed in the Office of the Assistant Registrar of the Land Court of the State of Hawaii as Document No. 1756758, shall be unaffected by reason of the foregoing Amendment.

IN WITNESS WHEREOF, the undersigned has executed this instrument on the 9<sup>th</sup> day of October, 1998.

ASSOCIATION OF APARTMENT OWNERS OF  
THE VILLA ON EATON SQUARE

By:   
Irwin Messing, Secretary

STATE OF FLORIDA )

) SS.

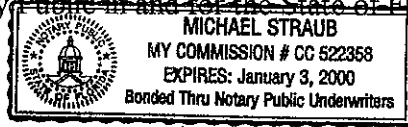
COUNTY OF Broward )

On this 9 day of October, 1998, before me personally appeared Irwin Messing, known to me to be the person described in and who executed the forgoing instrument and acknowledged that he executed same as his free act and deed, and in his capacity of Secretary of the Association of Apartment Owners of the Villa on Eaton Square.



Michael Straub

Notary Public in and for the State of Florida



My commission expires \_\_\_\_\_