

Prepared by and returned to:

Becker & Poliakoff, P.A.
Jennifer Horan, Esquire
Becker & Poliakoff, P.A.
4001 Tamiami Trail North, Suite 410
Naples, FL 34103

INSTR 5269912 OR 5276 PG 1865
RECORDED 5/24/2016 4:00 PM PAGES 3
DWIGHT E. BROCK, CLERK OF THE CIRCUIT COURT
COLLIER COUNTY FLORIDA
REC \$27.00

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GLENDEVON ASSOCIATION, INC.

WE HEREBY CERTIFY that the following amendment to the Amended and Restated Articles Incorporation of Glendevon Association, Inc. was duly adopted by the Association membership at the duly noticed Annual Members' Meeting of the Association on the 3rd of February 2016. Said amendment was approved by a proper percentage of voting interests of the Association. The original Declaration of Covenants, Restrictions and Easements is recorded at O.R. Book 1411, Page 1584 *et seq.*, of the Public Records of Collier County, Florida. The Amended and Restated Declaration of Covenants, Restrictions and Easements is recorded at O.R. Book 3196, Page 3101, *et seq.*, of the Public Records of Collier County, Florida. The Amended and Restated Articles of Incorporation is attached as an Exhibit to the Amended and Restated Declaration of Covenants, Restrictions and Easements. A Corrective Certificate of Amendment to the Amended and Restated Declaration of Covenants, Restrictions and Easements recorded at O.R. Book 3196, Page 3101, *et seq.*, of the Public Records of Collier County which attaches the correct Amended and Restated Articles of Incorporation is recorded at O.R. Book 5267, Page 1636 *et seq.*, of the Public Records of Collier County, Florida.

Additions indicated by underlining.
Deletions indicated by ~~strike-through~~.

Amendment to Article V, Board of Directors, of the Amended and Restated Articles of Incorporation of Glendevon Association, Inc. to read as follows:

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of ~~three (3)~~ five (5) directors who shall be Members. The number of directors may be decreased or increased from time to time by amendment to the Articles, but in no event shall the number be

less than three (3) nor more than seven (7), and shall always be an odd number. ~~The names and addresses of the persons who are to act in the capacity of directors until the appointment or election of their successors are:~~

<u>Name</u>	<u>Address</u>
Gordon Gussler	750 Courtside Drive Naples, FL 34105
William Hopke	730 Courtside Drive Naples, FL 34105
Barbara Stark	754 Glendevon Drive Naples, FL 34105

The Board of Directors shall be elected as provided for in the Bylaws. In the event the Board of Directors appoints an individual (or individuals) to fill a vacancy (or vacancies) that exist due to an increase of the number of directors, a majority of the Board shall decide the length of the term (or terms) of the newly appointed directors in a manner that preserves the staggered nature of the Board. For all other vacancies, the appointment of directors shall be handled in the manner set forth in the Amended and Restated Bylaws.

(Remainder of this Page is Left Blank)

GLENDDEVON ASSOCIATION, INC.

By: Donald Higgins
Donald Higgins, President

Attest: Bailey Geeslin
Bailey Geeslin, Vice President

Suzanne E. Gephart
Witness Signature

SUZANNE E. GEPHART
Printed Name

Heather Goodwin
Witness Signature

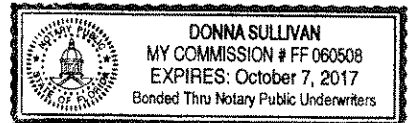
Heather Goodwin
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of May 2016 by Donald Higgins, as President and Bailey Geeslin as Vice President of Glendevon Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

Notary Public Donna Sullivan
Printed Name Donna Sullivan
State of Florida _____
My Commission Expires 10-7-17

ACTIVE: 8313944_1



Prepared by and returned to:

Becker & Poliakoff, P.A.
Jennifer Horan, Esquire
Becker & Poliakoff, P.A.
4001 Tamiami Trail North, Suite 410
Naples, FL 34103

INSTR 5259120 OR 5267 PG 1636
RECORDED 4/29/2016 8:53 AM PAGES 9
DWIGHT E. BROCK, CLERK OF THE CIRCUIT COURT
COLLIER COUNTY FLORIDA
REC \$78.00

**CORRECTIVE CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED DECLARATION OF
COVENANTS, RESTRICTIONS AND EASEMENTS
FOR
GLENDEVON**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND
AMENDED AND RESTATED BYLAWS
OF
GLENDEVON ASSOCIATION, INC.**

WE HEREBY CERTIFY that the Association previously recorded in the Public Records of Collier County, Florida, at O.R. Book 3196, Page 3101, *et. seq.*, a Certificate of Amendment which reflected the adoption of the Amended and Restated Declaration of Covenants, Restrictions and Easements for Glendevon, the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of Glendevon Association, Inc. The Articles of Amendment to Articles of Incorporation attached as Exhibit A to the previously recorded Certificate of Amendment was attached in error.

The purpose of this Corrective Certificate of Amendment is to attach the correct Amended and Restated Articles of Incorporation which were filed with the Florida Department of State, Division of Corporations on the 11th day of February 2003.

GLENDEVON ASSOCIATION, INC.

By: Donald Higgins
Donald Higgins, President

Attest: John Garson
John Garson, Secretary

Donna Sullivan
Witness Signature

Donna Sullivan
Printed Name

Heather Goodwin
Witness Signature

Heather Goodwin
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28 day of April 2016 by Donald Higgins, as President and John Garson as Secretary of Glendevon Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.



Notary Public Kristi A. Valentine
Printed Name Kristi A. Valentine
State of Florida _____
My Commission Expires December 8, 2018

ACTIVE: 8312338_1

AMENDED AND RESTATED ARTICLES OF AMENDMENT

to

**ARTICLES OF INCORPORATION
of
GLENDEVON ASSOCIATION, INC.,
a Florida Non-Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB 11 PM 3:37

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following amendments are hereby adopted:

AMENDMENT 1. "Article I, Definitions" is deleted in its entirety and replaced with the following "Article I, Name":

**ARTICLE I
Name**

The name of the corporation is: GLENDEVON ASSOCIATION, INC. (the "Association"). The address of the corporation's principal office is 98 Wyndemere Way, Naples, Florida 34105, and the mailing address of the corporation is 98 Wyndemere Way, Naples, Florida 34105.

AMENDMENT 2. "Article II, Name" is deleted in its entirety and replaced with the following "Article II, Purpose":

**ARTICLE II
Purpose**

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall make no distribution of income to its Members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the residential Lots, Common Areas and improvements as defined in the Declaration and in accordance with the Declaration, and to promote the recreation, health, safety and welfare of the Owners within Glendevon. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may

be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of Glendevon or Common Area within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

The Association shall operate, maintain and manage the surfacewater or stormwater management system(s) in a manner consistent with the South Florida Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relates to the surfacewater or stormwater management system. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surfacewater or stormwater management system.

AMENDMENT 3. "Article III, Plan for Development and Purpose of Association" is deleted in its entirety and replaced with the following **"Article III, Definitions"**:

ARTICLE III

I. Definitions

When used in these Articles, the terms defined in Section 1 of the Amended and Restated Declaration of Covenants, Restrictions and Easements for Glendevon (the "Declaration"), shall have the same meanings as in the Declaration.

AMENDMENT 4. "Article IV, Power" is deleted in its entirety and replaced with the following **"Article IV, Membership and Voting Rights"**:

ARTICLE IV

II. Membership and Voting Rights

Each Member shall be entitled to one (1) vote for each residential Lot owned. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners casts a vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he or she was, or they were, acting with the authority and consent of all other Owners thereof.

In the event more than the appropriate number of votes is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

Each Member shall be entitled to one (1) vote for each residential Lot owned. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners casts a vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he or she was, or they were, acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

AMENDMENT 5. "Article V, Members" is deleted in its entirety and replaced with the following **"Article V, Board of Directors"**:

ARTICLE V
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors who shall be Members. The number of directors may be decreased or increased from time to time by amendment to the Articles, but in no event shall the number be less than three (3) nor more than seven (7), and shall always be an odd number. The names and addresses of the persons who are to act in the capacity of directors until the appointment or election of their successors are:

<u>Name</u>	<u>Address</u>
Gordon Gussler	750 Courtside Drive Naples, FL 34105
William Hopke	730 Courtside Drive Naples, FL 34105
Barbara Stark	754 Glendevon Drive Naples, FL 34105

The Board of Directors shall be elected as provided for in the Bylaws.

AMENDMENT 6. "Article VI, Term" is deleted in its entirety and replaced with the following **"Article VI, Officers"**:

ARTICLE VI
III. Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>
President	Gordon Gussler
Vice President	William Hopke
Secretary	Barbara Stark
Treasurer	Barbara Stark

The Officers shall be elected as provided for in the Bylaws.

AMENDMENT 7. "Article VII, Incorporator" is deleted in its entirety and replaced with the following **"Article VII, Indemnification"**:

ARTICLE VII
Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and paralegals' fees, reasonably incurred by or imposed upon said director or officer in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which the director or officer may be a party or in which the director or officer may become involved by reason of being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not the director or officer is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to not exclusive of all other rights to which such director or officer may be entitled.

Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that the director or officer is not to be indemnified by the Association as authorized by these Articles of Incorporation.

The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against the director or officer and incurred by said director or officer in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify the director or officer against such liability under the provisions of these Articles.

AMENDMENT 8. "Article XIII, Officers" is deleted in its entirety and replaced with the following **"Article XIII, Amendments"**:

**ARTICLE XIII
Amendments**

Amendments to these Articles of Incorporation shall be proposed and adopted in the manner provided in the Amended and Restated Bylaws of Glendevon Association, Inc. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. No amendment shall be inconsistent with the requirements of any governmental body having jurisdiction, and any amendments which directly or indirectly impact operation and maintenance of the surfacewater management system shall require the approval of the South Florida Water Management District. A copy of each amendment shall be certified by the Secretary of State of the State of Florida.

AMENDMENT 9. "Article IX, First Officers" is deleted in its entirety and replaced with the following **"Article IX, Registered Agent"**:

ARTICLE IX
Registered Agent and Registered Office

The registered agent and registered office of the Association shall be:
Gordon Gussler 750 Courtside Drive, Naples, FL 34105

AMENDMENT 10. "Article X, Board of Directors" is deleted in its entirety and replaced with the following **"Article X, Term"**:

ARTICLE X
Term

The term of the Association shall be perpetual.

AMENDMENT 11. "Article XI, Bylaws" is deleted in its entirety.

AMENDMENT 12. "Article XII, Indemnification" is deleted in its entirety.

AMENDMENT 13. "Article XIII, Amendment" is deleted in its entirety.

AMENDMENT 14. "Article XIV, Registered Office and Registered Agent" is deleted in its entirety.

AMENDMENT 15. "Article XV, Annual Meeting" is deleted in its entirety.

SECOND: The date of adoption of the amendments was February 21, 2002.

THIRD: Adoption of Amendment (Check One)

The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

There are no member or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

GLENDIVON ASSOCIATION, INC.

Date: Aug. 14, 2002

BY: Gordon Gussler
Gordon Gussler / President

Its President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB 11 PM 3:37

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Gordon Kersh
Registered Agent

NAPLES/218727 v.03