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04/30/2009 at 11:15AM DWIGHT B. BROCK, CLERK
RRC FEB 44.00

CERTIFICATE OF AMENDMENT

Retn:
SAMOUCHE MURRELL ET AL
5405 PARK CENTRAL CT
NAPLES FL 34109

THE UNDERSIGNED, being the duly and acting President and Secretary of Wyndemere Homeowners Association, Inc., a Florida corporation not for profit, hereby certifies that at a meeting of the Board of Governors voting on membership matters, held on March 18, 2009, where a quorum was present, after due notice was mailed on January 16, 2009, the resolutions set forth below were approved by the votes indicated for the purpose of amending the Declaration of Covenants, Conditions and Restrictions of Wyndemere, as originally recorded at O.R. Book 916, Page 1080 *et seq.*, of the Public Records of Collier County, Florida, as previously amended, by amending the Second Amendment and Restatement of Declaration of Covenants, Conditions and Restrictions of Wyndemere, and the Second Amended and Restated Bylaws of Wyndemere Homeowners Association, Inc. The total number of votes required to constitute a quorum at a meeting of the Master Association is a majority of the votes of the members, or 318 votes, and the presence in person of at least a majority of the Governors is necessary to establish a quorum at a Board of Governors meeting.

(for use by Clerk of Court)

1. The following resolution was approved by three-fourths (3/4ths) of the voting interests.

RESOLVED: That the Second Amendment and Restatement of Declaration of Covenants, Conditions and Restrictions of Wyndemere is hereby amended and the amendment is adopted in the form attached hereto and made a part hereof. The total number of votes needed to pass each amendment was 476. The votes for approval of these amendments were as follows: 1. 512 For – 122 Against; 2. 483 For – 151 Against; 3. 512 For – 122 Against; 4. 512 For – 122 Against.

2. The following resolution was approved by concurrence of a majority of the voting interests.

RESOLVED: That the Second Amended and Restated Bylaws of Wyndemere Homeowners Association, Inc. are hereby amended and the amendment is adopted in the form attached hereto and made a part hereof. The total number of votes needed to pass each amendment was 318. The votes for approval of these amendments were as follows: 5. 405 For – 229 Against; 6. 512 For – 122 Against; 7. 459 For – 175 Against; 8. 405 For – 229 Against; 9. 459 For – 175 Against; 10. 512 For – 122 Against; 11. 459 For – 175 Against.

Date: 4/16/09

(1) Monica I. Arria
Witness
Print Name: Monica I. Arria

(2) Mary Jo Fausnight
Witness
Print Name: Mary Jo Fausnight

WYNDEMERE HOMEOWNERS ASSOCIATION, INC.

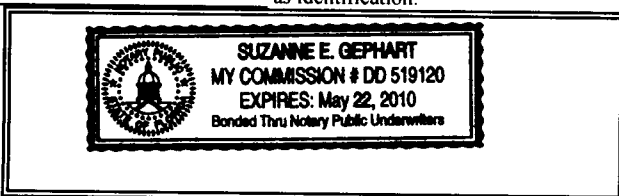
By: Sandra J. Nylese
Sandra J. Nylese, President
8 Golf Cottage Drive
Naples, FL 34105

By: Maureen Bradbury
Maureen Bradbury, Secretary
486 Edgemere Way East, #201
Naples, FL 34105

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16th day of APRIL, 2009, by Sandra J. Nylese, as President and Maureen Bradbury, as Secretary of the aforementioned Corporation, on behalf of the Corporation. They are personally known to me or have produced _____ as identification.



Suzanne E. Gephart
Signature of Notary Public

This instrument prepared by Robert E. Murrell, Esq., Samouche, Murrell & Gal, P.A., 5405 Park Central Court, Naples, FL 34109.

Print, Type, or Stamp Commissioned Name of Notary Public (Affix Notarial Seal)

**AMENDMENTS TO THE SECOND AMENDMENT AND RESTATEMENT OF
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
WYNDEMERE**

The Second Amendment and Restatement of Declaration of Covenants, Conditions and Restrictions of Wyndemere (hereinafter the "Declaration") shall be amended as shown below:

Note: New language is underlined; language being deleted is shown in ~~struck-through~~ type.

1. A new Section 1.29 shall be added to Article I of the Declaration to read as shown below:

1.29 "Membership Matters" shall mean any matter in which a vote of the Members of the Master Association is required by the governing documents or by law. When used in terms of meeting of the Board of Governors, membership matters shall mean any time that the Board of Governors is meeting for the purpose of casting the votes of the Members of the Neighborhood Associations as set forth in Section 2.2 of the Bylaws.

2. Article VI, Section 1. L. of the Declaration shall be amended to read as shown below:

L. **Completion of Improvements.** After approval by the ARC, any and all residential construction shall be prosecuted diligently until completion without stopping, completion to occur within a reasonable time as determined by the ARC. Construction of new residences on a vacant Lot shall commence within twelve (12) months after conveyance of the Lot from the owner/builder to the Member and shall be completed within twenty-four (24) months after conveyance of said Lot unless such period is extended by the ARC, in its sole discretion. Reconstruction, renovation or remodeling of a residence, or reconstruction, renovation or remodeling of a damaged residence, shall commence within three (3) months of ARC approval of such reconstruction, renovation or remodeling and shall be completed within eighteen (18) months of such ARC approval unless such period(s) is extended by the ARC, in its sole discretion. Failure of the Member to comply shall be enforced by the Master Association through any and all remedies, including but not limited to any and all legal or equitable remedies, including fines or actions for mandatory injunctive relief and damages.

3. Article VI, Section 3 A. of the Declaration shall be amended to read as shown below:

A. Parking. Only four wheel passenger automobiles, sport utility vehicles and passenger vans may be parked in Wyndemere for a period exceeding eight (8) hours. All other vehicles, including, but not limited to, commercial vehicles and trucks must be kept in a closed garage or screened from view from all portions of Wyndemere by a fence or landscaping approved by the ARC. No motor vehicle of any kind (including commercial vehicles and trucks) other than a four wheel passenger automobile, sport utility vehicle, or passenger van, shall be parked in Wyndemere for a period exceeding eight (8) hours, unless such vehicle is kept in a closed garage or screened from view from all portions of Wyndemere by a fence or landscaping approved by ARC.

No trucks, including but not limited to pick up trucks, sport utility trucks (such as the Chevrolet Avalanche, Cadillac Escalade EXT, Hummer H2 SUT or H3T, Ford Sport Trac or any other vehicle

with a cargo or storage box) shall be parked in Wyndemere between the hours of midnight (12:00 p.m.) and seven o'clock a.m. (7:00 a.m.) unless kept in a closed garage or screened from view from all portions of Wyndemere by a fence or landscaping approved by ARC. For the purposes of this Paragraph, "commercial vehicles" shall mean those which are not designed for customary, personal/family purposes, and those vehicles which contain commercial lettering. The absence of commercial type lettering or graphics on a vehicle shall not be dispositive as to whether it is a commercial vehicle. No boat, boat trailer or other trailer of any kind, camper, mobile home, golf cart or disabled vehicle shall be permitted in Wyndemere unless kept in a closed garage or screened from view from all portions of Wyndemere by a fence or landscaping approved by ARC. No maintenance or repair shall be done upon or to any vehicle (including four wheel passenger automobiles), except within a closed garage (except in an emergency). Nothing herein shall prohibit the establishment by the Master Association of an area within Wyndemere designated and available for the storage of prohibited vehicles if the establishment of such storage facility is otherwise permitted by applicable government regulation and the ARC. No vehicle shall be parked anywhere but on paved areas intended for the purpose. Parking on lawns or landscaped areas is prohibited. There shall be no parking on any street in Wyndemere between the hours of midnight (12:00 p.m.) and seven o'clock a.m. (7:00 a.m.). These restrictions shall not preclude the temporary parking within Wyndemere of necessary service or construction related vehicles or any non-commercial vehicles during the period a unit's driveway is undergoing active repair, replacement or maintenance.

4. **A new Article VI, Section 19. of the Declaration shall be added to read as shown below:**

Section 19. Garages. All garage doors shall remain closed except when entering or exiting the garage or when actively working in the approximate vicinity of the garage.

AMENDMENTS TO THE SECOND AMENDED AND RESTATED BYLAWS
OF
WYNDEMERE HOMEOWNERS ASSOCIATION, INC.

The Second Amended and Restated Bylaws of Wyndemere Homeowners Association, Inc. shall be amended as shown below:

Note: New language is underlined; language being deleted is shown in ~~struck through type~~.

5. **Section 2.4 of the Bylaws shall be amended to read as shown below:**

2.4 Special Provisions Relating to Owners of Property in Wyndemere not Subject to Control by a Neighborhood Association. As provided in Section 2.2 above, Owners of real property within Wyndemere which property will not or has not yet become subject to control by a Neighborhood Association, if any, shall be entitled to cast their ~~its~~ votes on membership matters directly with the Master Association. Other provisions of these Bylaws notwithstanding, any such Owners shall be entitled to attend and participate in and vote at any Board of Governors meeting at which a membership vote will be taken. Any such Owner by a written proxy, approved by the Master Association, instrument may appoint another to attend and vote at any Board meeting at which he is entitled to cast votes. Any such Owner shall be given at least ten (10) days advance notice of the meeting by mail, personal delivery or electronic transmission or broadcast on closed-circuit cable television as well as a general outline of the agenda of the meeting. In addition, these

Owners, if any, shall be given at least forty-eight (48) hours advance notice by mail, personal delivery or electronic transmission or broadcast on closed-circuit cable television of any other Board meetings but shall not be allowed to participate unless permitted by the Board.

6. Section 3.2 of the Bylaws shall be amended to read as shown below:

3.2 Selection of Governors. All Governors shall be appointed for three (3) year staggered terms. Not later than March 15th of each year in which a regular vacancy will occur as to a particular Neighborhood Association, the respective Neighborhood Associations shall designate one (1) natural person to take office as a Governor at the next organizational meeting of the Board of Governors. A Governor shall serve until the next organizational meeting at which his successor takes office unless he shall sooner die, resign or be removed. Any vacancy occurring between terms shall be filled for the remaining unexpired term by the Board of Directors of the Neighborhood Association that made the original appointment. Each such designee shall be a member of the Neighborhood Association which appointed him, and may be the President or other officer or director thereof.

In order to provide for representation of each Neighborhood Association during times when that Neighborhood's Governor is unable to attend a meeting of the Board of Governors, the Neighborhood Association shall also designate one (1) natural person as an Alternate Governor. This Alternate Governor shall have the power to attend any and all Board of Governors' meetings at which the appointed Governor is unable to attend. At any such meeting where the Alternate Governor is in attendance in place of the appointed Governor for that Neighborhood Association, the Alternate Governor shall have the power and duty to vote on any and all issues coming before the Board of Governors as if that Alternate Governor was in fact the appointed Governor for that Neighborhood.

The Neighborhood Association must notify the Master Association of the name of the Neighborhood Association's Governor and its Alternate Governor. If the Neighborhood Governor and the Alternate Governor for that same neighborhood are both present at a Board of Governors' meeting, whether in person or by telephone, the Neighborhood Governor shall have all power and authority to act on behalf of that Neighborhood and to vote on any action coming before the Board of Governors and the Alternate Governor shall have no powers at that meeting other than those powers any other Owner would have.

7. Section 3.5 of the Bylaws shall be amended to read as shown below:

3.5 Regular Meetings. Regular meetings of the Board may be held according to a prearranged schedule at such time and place in Collier County, Florida, as shall be determined from time to time by a majority of the Governors. Notice of regular meetings shall be given to each Governor, personally or by mail, telephone, or telegram facsimile transmission or with the advance written approval of an individual Governor (s), by electronic transmission, at least ten (10) days prior to the day named for such meeting. In no event shall meetings be held less than six (6) times per calendar year.

8. Section 3.6 of the Bylaws shall be amended to read as shown below:

3.6 Special Meetings. Special meetings of the Board may be called by the President, and must be called by the Secretary at the written request of at least three (3) Governors. Not less than two (2) days of notice of a special meeting shall be given to each Governor, personally or by telephone, or telegram facsimile transmission or with the advance written approval of an individual Governor(s), by electronic transmission, which notice shall state the time, date, place and purpose of the meeting. Business conducted at special meetings shall be limited to matters stated in the notice of the meeting.

9. Section 3.7 of the Bylaws shall be amended to read as shown below:

3.7 Meeting Requirements; Notice to Members. A meeting of the Board of Governors occurs whenever a quorum of the Board gathers to conduct Master Association business. All meetings of the Board of Governors shall be open to attendance by any Member, except for those meetings from which Members may be excluded pursuant to the provisions of Chapter 720, Florida Statutes. ~~except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by attorney-client privilege.~~ Notices of all Board meetings must be posted in a conspicuous place on Master Association Property (which shall be considered the Master Association office plus any other place the Board in its sole discretion may determine) and provided to each Neighborhood Association personally or by telephone at least forty-eight (48) hours in advance, except in an emergency. In the alternative, if notice is not posted as required, the notice of each Board meeting must be ~~mailed or~~ delivered to each Member at least seven (7) days before the meeting by mail, personal delivery or electronic transmission or broadcast on closed-circuit cable television, except in an emergency. Notice shall include the agenda for the meeting. Notice of any Board meeting where assessments are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of the assessments. The right to attend does not include the right to participate unless permitted by the Board. Any Member may tape-record or videotape meetings of the Board of Governors. The Board may adopt reasonable rules governing the taping of Board meetings. Notice to Members for meetings at which membership matters will be voted upon shall be governed by Section 3.21 below. Notice to Members regarding the Board's adoption of the annual budget shall be governed by Section 5.3 below.

10. Section 3.10 of the Bylaws shall be amended to read as shown below:

3.10 Vote Required at Meetings. Except when the vote of the membership or of a greater percentage of the Governors is specifically required by the Governing Documents, or by law, the acts approved by a majority of those Governors present and voting at a meeting at which a quorum has been attained shall constitute the acts of the Master Association with each Governor having one (1) vote. Governors may not vote by proxy or by secret ballot at Board meetings, ~~except secret ballots may be used in the election of officers. If a Governor is unable to attend a Board meeting his Neighborhood Association may designate in writing an alternative representative for the purpose of attending and voting at the meeting.~~

11. Section 3.21 of the Bylaws shall be amended to read as shown below:

3.21 Voting by Governors on Membership Matters; Special Requirements. Notice of all Board meetings at which membership matters will be voted upon shall be conspicuously posted on the property at least thirty (30) days before the meeting, and must be mailed to each Member at the address which appears on the books of the Master Association, or furnished by personal delivery or electronic transmission or broadcast on closed-circuit cable television. The notice must state the time, date and place of the meeting and include an agenda for the meeting. The notice must be mailed, ~~or delivered, electronically transmitted, or broadcast on closed-circuit cable television~~ at least thirty (30) days before the meeting except as otherwise provided by law. Notice of any meeting may be waived by any person entitled to receive such notice. A Governor may not vote by proxy on membership matters, but if he is unable to attend a Board meeting at which one (1) or more membership matters is to be voted upon, his Neighborhood Association may designate in writing an alternative representative for the sole purpose of casting the votes of the members of that Neighborhood Association as provided in Section 3.2 above.