

This instrument prepared by:
Tamela Eady Wiseman, Esquire
DeBoest, Knudsen, Stockman, Wiseman, Decker & Dryden, P.A.
600 Fifth Avenue South, Suite 301
Naples, Florida 34102
(941) 263-5040

Retn:
DEBOEST KNUDSEN ET AL
600 5TH AVE S #301
NAPLES FL 34102

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President of THE ESTATES AT WYNDEMERE ASSOCIATION, INC., a Florida corporation not for profit, does hereby certify that, at an annual meeting of the members held on April 17, 2000, where a quorum was present, after due notice, all the resolutions set forth below were approved and adopted by the votes indicated for the purpose of amending the Declaration of Covenants, Conditions and Easements for The Estates at Wyndemere (the "Declaration") as originally recorded at O.R. Book 1934, Page 1693 *et seq.*, Public Records of Collier County, Florida, the Articles of Incorporation and the By-Laws of the corporation. The property subject to the terms of the Declaration is legally described in Exhibit "A" hereto and made a part hereof.

1. The following resolution was approved by the affirmative votes of the Owners owning at least majority of the Lots.

RESOLVED: That the Declaration of Covenants, Conditions and Easements for The Estates at Wyndemere be and is hereby amended in part and restated in its entirety, and the amendment and restatement is adopted in the form attached hereto, and made a part hereof; and

2. The following resolution was approved by majority vote of the votes of the members.

RESOLVED: That the By-Laws of this corporation be and are hereby amended and restated, and the amendment and restatement is adopted in the form attached hereto and made a part hereof; and

3. The following resolution was approved by the affirmative vote of a majority of all members entitled to vote thereon.

RESOLVED: That the Articles of Incorporation of this corporation be and are hereby amended and restated, and the amendment and restatement is adopted in the form attached hereto and made a part hereof.

May 11, 2000
Date

The Estates at Wyndemere
Association, Inc.

Debra Aldridge
Signature of Witness
Debra Aldridge
Print Name of Witness
Suzanne Gephart
Signature of Witness
Suzanne Gephart
Print Name of Witness

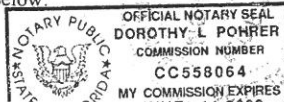
By: Charles V. Douglas, Jr.
Charles V. Douglas, Jr., its President
98 Wyndemere Way
Naples, Florida 34105

(SEAL - FLORIDA CORPORATION
NOT FOR PROFIT)

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on the 11th day of May, 2000, personally appeared before me Charles V. Douglas, Jr., as President of The Estates at Wyndemere Association Inc., a Florida corporation not for profit.

Notary Public-State of Florida:
Sign Dorothy L. Pohrer
Print Dorothy L. Pohrer
Personally Known X; or Produced
Identification _____ Type of
Identification Produced: _____
Affix Seal Below:



State of Florida



Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on May 18, 2000, for THE ESTATES AT WYNDEMERE ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N94000001651.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Thirty-first day of May, 2000



CR2EO22 (1-99)

Katherine Harris

ARTICLES OF INCORPORATION Katherine Harris

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Secretary of State

EXHIBIT "B"

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE ESTATES AT WYNDEMERE ASSOCIATION, INC.

FILED
00 MAY 18 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007(4), Florida Statutes (1997), these Articles of Incorporation of The Estates at Wyndemere Association, Inc., a Florida corporation not for profit, on April 4, 1994, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(2), Florida Statutes (1997), and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1007(2), Florida Statutes (1997), including the amendment to change the name of the corporation, and the omission of matters of historical interest.

ARTICLE I

NAME: The name of the corporation is The Estates at Wyndemere Association, Inc., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The principal office and mailing address of the corporation shall be at 98 Wyndemere Way, Naples, Florida 34105 or at such other address as the Association may subsequently determine.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential neighborhood homeowners association which, subject to a Declaration of Covenants, Restrictions and Easements originally recorded in the Public Records of Collier County, Florida, at O.R. Book 1934 at Page 1693 *et. seq.*, has the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with said Declaration of Covenants, Restrictions and Easements, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

1. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and costs of its collection and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;
2. To make, amend and enforce reasonable rules and regulations governing the use of the Common Area and the operation of the Association;
3. To sue and be sued, and to enforce the provisions of the Declaration, these Articles, and the Bylaws of the Association;
4. To contract for the management of the Association and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration or by law to be exercised by the Board of Directors or the membership of the Association;
5. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Community;
6. To borrow or raise money for any purposes of the Association, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association;
7. To participate in mergers and consolidations with other non-profit corporations organized for the same purpose or to annex additional residential property or common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the voting interests;
8. To assist, cooperatively with Wyndemere Homeowners Association, Inc., in the administration and enforcement of the Declaration of Covenants, Conditions and Restrictions of Wyndemere as the same was originally recorded in O. R. Book 916, Page 1080 *et seq.* public records of Collier County, Florida, as amended from time to time.
9. Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time; and

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and voting rights shall be as set forth in Section 5 of the Declaration of Covenants, Restrictions and Easements for The Estates at Wyndemere, to which a copy of these Articles is attached as Exhibit "B", and the Bylaws of the Association.

ARTICLE V

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of the members who are entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this Association.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- A. **Proposal.** Amendments to these Articles shall be proposed by a majority of the Board or upon petition of ten percent (10%) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.
- B. **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests, at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed amendment.
- C. **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.
- D. **Conflict.** In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION:

The Association shall indemnify every Director, every officer and every committee member (including the Architectural Review Committee) of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, officer or committee member of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director, officer or committee member at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director, officer or committee member.
- (2) Any criminal action, unless the Director, officer or committee member acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director, officer or committee member has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

CERTIFICATE

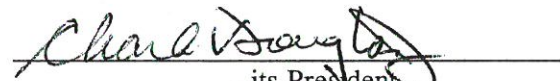
The undersigned, being the duly elected and acting President of The Estates of Wyndemere Association, Inc., hereby certifies that the foregoing were approved by the affirmative vote of at least a majority of all members entitled to vote at the meeting held on the 17th day of April, 2000, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, said vote being sufficient for adoption. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 11th day of May, 2000.

THE ESTATES AT WYNDEMERE
ASSOCIATION, INC.



, Secretary
John F. McNamara



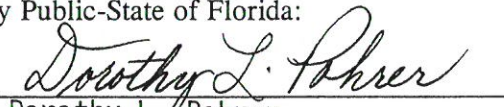
, its President
Charles V. Douglas, Jr.

(SEAL - FLORIDA CORPORATION
NOT FOR PROFIT)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 11th day of May, 2000, by Charles V. Douglas, Jr. and John F. McNamara, President and Secretary respectively, of The Estates at Wyndemere Association, Inc., a Florida corporation not for profit, on behalf of the corporation.

Notary Public-State of Florida:

Sign 
Print Dorothy L. Pohrer

Personally Known ; or Produced
Identification _____

Type of Identification _____

Produced: _____

Affix Seal Below:

