

CERTIFICATE OF AMENDMENT

THE UNDERSIGNED, being the duly elected and acting President of GRASMERE ASSOCIATION, INC., a Florida corporation not for profit, does hereby certify that, at an annual meeting of the members held on February 26, 1996, 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 Grasmere (the "Declaration") as originally recorded at O.R. Book 1389, Page 1447 *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 sixty-seven percent (67%) of the Lots.

RESOLVED: That the Declaration of Covenants, Conditions and Easements for Grasmere 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

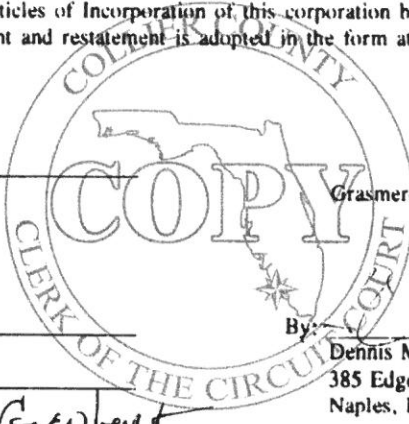
2. The following resolution was approved by majority vote of the votes of the members.

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.

July 1, 1996
Date



Grasmere Association, Inc.

L. Sue Hicks
Signature of Witness

L. Sue Hicks
Print Name of Witness

Suzanne E. Gephart
Signature of Witness

SUZANNE E. GEPHART
Print Name of Witness

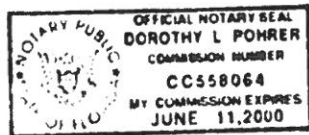
By: Dennis McGloin
Dennis McGloin, President
385 Edgemere Way, North
Naples, Florida 33999

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on the 1st day of July, 1996, personally appeared before me Dennis McGloin, as President of Grasmere Association Inc., a Florida corporation not for profit, who executed the foregoing certificate in the name and on behalf of said corporation. He is personally known to me or has produced _____ as identification.

(SEAL)



Dorothy L. Pohrer
Notary Public
Printed Name: DOROTHY L. POHRER
Commission No.: CC558064
My Commission Expires: 6-11-2000



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1996

SUEANN M. ZORNES, CLA
ALLEN, KNUDSEN & DEBOEST, P.A.
5121 CASTELLO DRIVE, SUITE 1
NAPLES, FL 34103

Re: Document Number N28873

The Amended and Restated Articles of Incorporation for GRASMERE ASSOCIATION, INC., a Florida corporation, were filed on December 9, 1996.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (904) 487-6050, the Amendment Filing Section.

Linda Stitt
Corporate Specialist
Division of Corporations

Letter Number: 396A00056198

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 December 9, 1996, for GRASMERE ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N28873.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Seventeenth day of December, 1996



CR2EO22 (1-95)

A handwritten signature in cursive script that reads "Sandra B. Northam".

Sandra B. Northam
Secretary of State

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GRASMERE ASSOCIATION, INC.

96 DEC -9 PM 1:56
FILED
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007(4), Florida Statutes (1993), these Articles of Incorporation of Grasmere Association, Inc., a Florida corporation not for profit which was originally incorporated under the same name on October 17, 1988, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(2), Florida Statutes (1993), 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 (1993), and the omission of matters of historical interest.

ARTICLE I

NAME: The name of the corporation is Grasmere 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 385 Edgemere Way North, Naples, Florida 33999 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 1389 at Page 1447 *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:

Articles of Incorporation
Page 2

Exhibit "A"

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, without limit as to amount; 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.
10. 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 Grasmere, 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 one-fourth (1/4th) 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 two-thirds (2/3rds) of the voting interests present and voting, in person or by proxy, 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 and every officer 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 or officer of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or officer 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 or officer.
- (2) Any criminal action, unless the Director or officer 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 or officer 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.

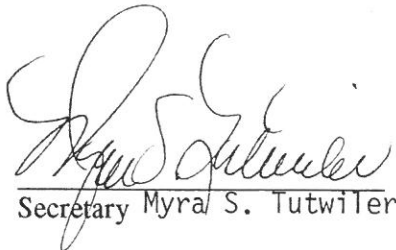
FILED

96 DEC -9 PM 1:56


CERTIFICATE

The undersigned, being the duly elected and acting President of Grasmere 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 26th day of February, 1996, 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 2nd day of December, 1996.

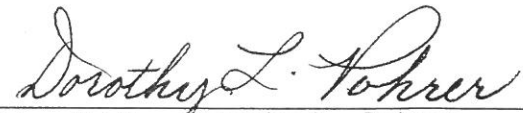

Secretary Myra S. Tutwiler

GRASMERE ASSOCIATION, INC.


Dennis McGloin, President
(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 2nd day of December, 1996, by Dennis McGloin and Myra S. Tutwiler, President and Secretary respectively, of Grasmere Association, Inc., a Florida corporation not for profit, on behalf of the corporation. Each is personally known to me or has produced _____ as identification and did not take an oath.


Notary Public Dorothy L. Pohrer

(SEAL)

Printed name

My commission expires

Commission number

