

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

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

1. **GENERAL.** These are the Second Amended and Restated Bylaws of WYNDEMERE HOMEOWNERS ASSOCIATION, INC., hereinafter the "Master Association", a corporation not for profit organized under the laws of Florida.

1.1 **Principal Office.** The principal office of the Master Association is 98 Wyndemere Way, Naples, Florida 34105.

1.2 **Seal.** The seal of the Master Association shall be inscribed with the name of the Master Association, the year of its organization, and the words "Florida" and "not for profit". The seal may be used by causing it, or a facsimile of it, to be impressed, affixed, reproduced or otherwise placed upon any document or writing of the corporation where a seal may be required.

1.3 **Definitions.** The definitions for various terms used in these Bylaws shall be as set forth in Article I of the Second Amendment and Restatement of the Declaration of Covenants, Conditions and Restrictions of Wyndemere (the "Declaration"), originally recorded at Official Records Book 916, Page 1080, *et seq.*, Public Records of Collier County, Florida, and in the Articles of Incorporation of the Master Association.

2. **MEMBERS.**

2.1 **Qualifications.** The Members of the Master Association shall be as set forth in Article II of the Declaration.

2.2 **Voting Interests.** When a vote of the Members of the Master Association is required by the Governing Documents or by law, the Members shall be entitled to one (1) vote in the affairs of the Master Association for each Unit or Lot within Wyndemere owned by them. The total number of possible votes (the "voting interests" of the Master Association) shall equal the total number of Units and Lots located within Wyndemere. The votes of the Members of the Master Association who are also members of a Neighborhood Association shall be cast by the members of the Board of Governors of the Master Association who are designated by each Board of Directors of the respective Neighborhood Associations. Each Governor of the Master Association shall have as many votes in membership matters as the number of Lots or Units in the Neighborhood which the Governor represents. All such votes shall be cast in a block. Any other Owner of real property within Wyndemere which has not yet been developed into a Neighborhood or which is developed but not subject to control by a Neighborhood Association shall have as many votes in membership matters as the number of Lots and Units that may be built or which are built on the property owned pursuant to the Development Plan for Wyndemere. All votes entitled to be cast by such Owner shall be cast in a block. At such time as the property owned becomes subject to control

BYLAWS

1

DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 FIFTH AVENUE SOUTH, SUITE 301 ✶ NAPLES, FLORIDA 34102

by a Neighborhood Association, the provisions set forth above with regard to representative voting by the Master Association Governor appointed from the Neighborhood Association shall become effective. The term "a majority of the voting interests", in the case of membership votes, shall mean the number of votes equal to one-half ($\frac{1}{2}$) of the total number of Lots and Units within Wyndemere, plus one (1) vote. The term "cast in a block", in the case of membership votes, shall mean that a Governor or other Owner entitled to cast more than one vote is required to cast all votes which he is entitled to cast either for or against any proposed action that is being voted upon.

2.3 Meetings of Members. Inasmuch as the affairs of the Master Association shall largely be governed and managed by the Board of Governors of the Master Association, there shall be no separate meetings of the Members related to the activity of the Master Association except as required by law. The Members shall exercise their voting rights, when a vote of the Members is required, through their representatives on the Board of Governors, which shall hold annual organizational meetings, regular meetings, and special meetings, in the manner prescribed in Section 3 of these Bylaws.

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 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 written 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 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 of any other Board meetings but shall not be allowed to participate unless permitted by the Board.

3. BOARD OF GOVERNORS.

3.1 Number of Governors. The Master Association shall be governed by a Board of Governors. Each Neighborhood Association shall be entitled to one (1) representative on the Board of Governors. The size of the Board shall increase by one (1) Governor for each Neighborhood Association newly created within Wyndemere after the adoption of these Bylaws, if any. The Governors of the Master Association shall have a fiduciary relationship to the Members.

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.

BYLAWS

3.3 **Optional Appointment of Club Representative.** In addition to the Governors selected in the manner provided in Section 3.2 above, the Board of Governors shall be entitled, at their sole discretion and option, to appoint one (1) natural person to serve as a Governor. This person shall be a current member of the Board of Directors of Wyndemere Country Club, and shall be referred to as the "Club Representative Governor." The person selected to serve as the Club Representative Governor shall be the candidate who is approved for the purpose by the Presidents of both the Master Association and Wyndemere Country Club. A Club Representative Governor shall serve for a period of one (1) year from the date of appointment, unless he sooner resigns or is removed in the manner provided herein, the provisions of Section 3.15 and 3.16 below being inapplicable. The Club Representative Governor may resign by written notice to the Master Association, which resignation shall take effect upon receipt, unless another date is specified in the notice and he shall be deemed to have automatically resigned if at any time during his term, he ceases to be a member of the Wyndemere Country Club Board. The Club Representative Governor may be removed at any time, with or without cause, by a majority of the Board of Governors of the Master Association. Nothing herein shall be construed as requiring the Board of Governors to appoint a Club Representative Governor.

3.4 **Organizational Meeting of Governors.** The annual organizational meeting of the Board of Governors shall be held not later than April 30 of each year, at which time the newly-designated Governors shall elect officers and conduct such other business as they may deem appropriate. Written notice of the annual organizational meeting shall be sent to each Governor at least fifteen (15) days in advance of the annual organizational meeting.

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, 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.

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 notice of a special meeting shall be given to each Governor, personally or by telephone or telegram, 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.

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 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

BYLAWS

be mailed or delivered to each Member at least seven (7) days before the meeting, 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.

3.8 **Waiver of Notice.** Any Governor may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. If all Governors are present at a meeting, no notice to Governors shall be required.

3.9 **Quorum of Governors; Minutes.** A quorum at a Board meeting shall be attained by the presence in person of at least a majority of the Governors. Governors may participate in any meeting of the Board, or meeting of an executive or other committee, by means of a conference telephone call or similar communicative arrangement where by all persons present can hear and speak to all other persons. Participation by such means shall be deemed equivalent to presence in person at a meeting. Minutes of all meetings shall be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter to be voted upon for each Governor present at a Board meeting shall be recorded in the minutes.

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 that secret ballots may be used in the election of officers.

3.11 **Presumption of Assent.** A Governor who is present at a meeting of the Board shall be deemed to have voted in favor of any action taken, unless he voted against such action or abstained from voting because of an asserted conflict of interest.

3.12 **Adjourned Meetings.** The majority of the Governors present at any meeting of the Board, regardless of whether a quorum has been attained, may adjourn the meeting from time to time. At any adjourned meeting, provided a quorum is present, any business that might have been transacted at the meeting originally called may be transacted without further notice.

3.13 **Presiding Officer.** The President of the Master Association, or in his absence, the Vice-President, shall be the presiding officer at all meetings of the Board of Governors. If neither is present, the presiding officer shall be selected from among them by majority vote of those Governors who are present.

BYLAWS

3.14 **Board Action Without a Meeting.** Board action may be taken without a meeting if evidenced by one or more written consents describing the action taken and signed by each Governor. Action taken is effective when last Governor signs the consent, unless the consent specifies a different effective date. A Consent signed by all Governors has effect of a Board meeting vote and may be described as such in any document. This section shall not apply to votes cast by Governors in Membership matters, which votes shall be cast only at a duly called meeting.

3.15 **Removal, Filling of Vacancies.** Any Governor may be removed with or without cause by the Board of Directors of the Neighborhood Association that appointed him. Such removal shall be evidenced by presentation of a duly adopted resolution of the Board of Directors of said Neighborhood Association. Each vacancy shall be filled by the Board of Directors of the Neighborhood Association which made the original appointment.

3.16 **Resignation.** Any Governor may resign by written notice to the Master Association and to the Neighborhood Association that appointed him, which resignation shall take effect upon receipt, unless another date is specified in the notice.

3.17 **Compensation.** Governors and officers shall not receive compensation for their services as such, but may, at the discretion of the Board of Governors, receive reimbursement for so-called "out-of-pocket" expenses incurred in the actual performance of their duties. This provision does not preclude the Board of Governors from employing officers in other capacities as employees of the Master Association.

3.18 **Order of Business.** The order of business at all meetings of the Board shall be substantially as follows:

- A. Roll call;
- B. Reading of minutes of last meeting;
- C. Resignations and Elections;
- D. Consideration of Communications;
- E. Reports of officers and employees;
- F. Reports of committees;
- G. Unfinished business;
- H. Original resolutions and new business.

3.19 **Executive and Other Committees.** To facilitate the performance of the Master Association so it may function during times when some of the Governors are not in residence, the Board of Governors may, by resolution, delegate its powers, to the extent lawful, to an Executive Committee. Said Executive Committee shall consist of the President and four (4) other Governors. The President shall have the authority, in addition to that of the Board of Governors, to appoint replacements to the Executive Committee should one (1) or more of the Governors originally appointed be unable to attend a meeting of the Committee. It is intended that the composition of the Executive Committee be capable of easy change so that it may function when needed and that all Governors will have the opportunity to serve at such times as they are available. The Board of Governors also may, by resolution, designate such other standing or temporary committees as it may deem advisable. Each such committee shall have such authority as shall

BYLAWS

be specified in the resolution designating such committee. The Board of Governors shall have the power at any time to remove any member of any committee or committees (except the President), with or without cause, and to fill vacancies in and to dissolve any committee or committees. Each committee designated by the Board of Governors shall keep regular minutes of its meetings and shall report the same to the Board when required. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Governors or any member thereof, of any responsibilities imposed by law. In addition to the obligation to keep minutes of all meetings, the meetings of any committee, including the Architectural Review Committee, must be conducted with all other formalities as required for the Board.

3.20 **Emergency Powers.** The following shall apply to the extent not viewed to be in conflict with the Florida Not For Profit Corporate Act:

- A. In anticipation of or during any emergency defined in Paragraph (E) below, the Board of Governors may:
 - (1) Modify lines of succession to accommodate the incapacity of any Governor, officer, employee or agent of the Master Association; and
 - (2) Relocate the principal office or designate alternative principal offices or authorize the officers to do so.
- B. During an emergency defined in Paragraph (E) below:
 - (1) Notice of a meeting of the Board of Governors need be given only to those Governors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;
 - (2) One or more officers of the Master Association present at a meeting of the Board of Governors may be deemed to be Governors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
 - (3) The Governor or Governors in attendance at a meeting shall constitute a quorum.
- C. Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Master Association:
 - (1) Binds the Master Association; and
 - (2) May not be used to impose liability on a Governor, officer, employee, or agent of the Master Association.
- D. An officer, Governor, or employee of the Master Association acting in accordance with any emergency Bylaws is only liable for willful misconduct.

BYLAWS

- E. An emergency exists for purposes of this Section if a quorum of the Association's Governors cannot readily be assembled because of some catastrophic event.

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 mailed to each Member at the address which appears on the books of the Master Association, or may be furnished by personal delivery. 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 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.

4. OFFICERS.

4.1 Officers and Elections. The executive officers of the Master Association shall be a President, and a Vice-President, a Treasurer and a Secretary, all of whom must be Governors and shall be elected annually by a majority of the Board of Governors. Any officer may be removed with or without cause at any duly called meeting by the vote of a majority of the Governors present and voting. No person may hold more than one (1) office. The Board of Governors shall, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Master Association. If the Board so determines, there may be more than one Vice-President. There may also be an assistant Secretary and/or Treasurer.

4.2 President. The President shall be the chief executive officer of the Master Association; he shall preside at all meetings of the Board of Governors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Master Association, and shall see that all orders and resolutions of the Board are carried out. He shall execute bonds, mortgages and other contracts and documents requiring the seal of the Master Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board of Governors to some other officer or agent of the Master Association.

4.3 Vice-President(s). The Vice-President(s), in order of their seniority, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and they shall perform such other duties as the Board of Governors shall prescribe.

4.4 Secretary. The Secretary shall attend all meetings of the Board of Governors and shall record all votes and the minutes of all proceedings as required by law, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Board of Governors, and shall perform such other duties as may be prescribed by the Board or the President. He shall keep in safe custody the seal of the Master Association and, when authorized by the Board, affix the same to any instrument requiring it. The Secretary shall be responsible for the proper

BYLAWS

recording of all duly adopted amendments to the Declaration, Articles of Incorporation or these Bylaws. Any of the foregoing duties may be performed by an Assistant Secretary, if one has been designated.

4.5 **Treasurer.** The Treasurer shall have the custody of the Master Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Master Association and shall deposit all monies and other valuable effects in the name and to the credit of the Master Association in such depositories as may be designated by the Board of Governors. He shall disburse the funds of the Master Association, making proper vouchers for such disbursements, and shall render to the President and Governors, at the meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Master Association. Any of the foregoing duties may be performed by an Assistant Treasurer, if any has been designated.

5. **FISCAL MATTERS.** The provisions for fiscal management of the Master Association set forth in the Declaration shall be supplemented by the following provisions:

5.1 **Depository.** The Master Association shall maintain its funds in insured accounts or investments with insured financial institutions, or insured brokerage houses which are authorized to do business in the State of Florida as shall be designated from time to time by the Board. Withdrawal of monies from such accounts shall be only by such persons as are authorized by the Board. The Board may invest Master Association funds in interest-bearing accounts, certificates of deposit, U.S. Government securities, or in such other funds as shall be designated by the Board.

5.2 **Accounts and Accounting Procedures.** The financial and accounting records of the Master Association must be kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:

- A. Accurate, itemized and detailed records of all receipts and expenditures.
- B. A current account and a period statement of the account for each Member, designating the name and current address of each Member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the Member, the date and amount of each payment on the account, and the balance due.
- C. All tax returns, financial statements, and financial reports of the Master Association.
- D. Any other records that identify, measure, record or communicate financial information.

5.3 **Budget.** The Board of Governors shall adopt an annual budget for Master Association expenses for each fiscal year, prior to the beginning of that fiscal year. A copy of the proposed budget and a notice stating the time, date and place of the meeting of the Board at which the budget will be considered

BYLAWS

shall be mailed to or served on each Governor not less than fourteen (14) days prior to that meeting. The proposed budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications. Within thirty days of adoption of the budget, a copy of same shall be mailed to or served on each Member. The minutes of the Master Association shall reflect the adoption of the budget, and a copy of the proposed and adopted budgets shall be maintained as part of the financial records of the Master Association. If an annual budget has not been adopted at the time the first installment for a fiscal year is due, it shall be presumed that the amount is the same as the last payment, and payments shall be continued at such rate until a budget is adopted and new installments are calculated, at which time an appropriate adjustment shall be added to or subtracted from the next installment.

5.4 Reserves. The Board may establish in the budget one or more reserve accounts for contingencies or unbudgeted operating expenses, cash short falls, capital expenditures, deferred maintenance or insurance deductibles. The purpose of the reserves is to provide financial stability and to avoid the need for special assessments on a frequent basis. The amounts proposed to be so reserved shall be shown in the annual budget. These funds may be spent for any purpose approved by the Board.

5.5 Fidelity Bonds. The Treasurer, and all other officers who are authorized to sign checks, and all Governors and employees of the Master Association handling or responsible for Master Association funds, shall be bonded in such amounts as may be required by law or by the Board of Governors. The premiums on such bonds shall be paid by the Master Association.

5.6 Application of Payments and Commingling of Funds. All monies collected by the Master Association may be commingled in a single fund or divided into two or more funds, as determined by the Board of Governors. All payments on account by a Member shall be applied as to interest, then to late payment fees, then to, costs and attorney's fees, other charges, and finally to unpaid regular or special assessments, the order they first came due.

5.7 Fiscal Year. The fiscal year for the Master Association shall begin on the first day of January of each year. The Board of Governors may change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed in the Internal Revenue Code of the United States of America.

5.8 Financial Statements; Audit. Within sixty (60) days of the close of each fiscal year, the Board of Governors shall have prepared financial statements which meet the requirements of Section 617.303(7), Florida Statutes, and shall provide or make available to Members copies of same as required by law. In addition, the Board of Governors shall have prepared a formal, certified audit of the Association's financial records each year within one hundred and twenty (120) days of the close of the fiscal year. The Board, within ten (10) business days after the audit is prepared, shall provide each Member with a copy of the audit or with a written notice that a copy of the audit is available upon request at no charge to the Member.

6. RULES AND REGULATIONS: USE RESTRICTIONS. The Board of Governors may, from time to time, adopt and amend administrative Rules and Regulations governing the operation, use, maintenance, management and control of the Master Association Property and the Master Association.

BYLAWS

5

DEBOESE, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 FIFTH AVENUE SOUTH, SUITE 301 * NAPLES, FLORIDA 34102

Copies of such Rules and Regulations shall be furnished to each Owner. Any Rule or Regulation created and imposed by the Board must be reasonably related to the promotion of health, happiness and peace of mind of the Owners and uniformly applied and enforced. The Board shall have the power to impose fines and suspensions of Master Association Property use, as further provided in the Declaration, for violations of Rules and Regulations.

7. AMENDMENT OF BYLAWS. Amendments to these Bylaws may be proposed and adopted in the following manner.

7.1 Proposal. Amendments to these Bylaws may be proposed by the President or by a majority of the Board.

7.2 Procedure. Upon any amendment or amendments to these Bylaws being proposed, the appropriate notices and copies of the text of the proposed amendments shall be mailed to all Governors and Members with notice of a meeting at which the amendments will be voted upon in the manner provided in Section 3.21 hereof.

7.3 Vote Required. Except as otherwise provided by law, or by specific provision of the Governing Documents, these Bylaws may be amended by concurrence of a majority of the voting interests at any organizational, regular or special meeting called for the purpose.

7.4 Certificate. A copy of each amendment shall be attached to a certificate that the amendment was duly adopted, which certificate shall be executed by officers of the Master Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Collier County, Florida. The certificate must identify the book and page of the Public Records where the Declaration was recorded, and the legal description of the Property. A copy of each such recorded amendment shall be furnished to all Owners.

8. MISCELLANEOUS.

8.1 Gender. Whenever the masculine or singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter; singular or plural, as the context requires.

8.2 Severability. Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

8.3 Conflict. If any irreconcilable conflicts should exist, or hereafter arise, with respect to the interpretation of these Bylaws and the Declaration of Articles of Incorporation, the provisions of the Declaration or Articles of Incorporation shall prevail over the provisions of the Bylaws.

BYLAWS

10

DEBOEST, KRUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 FIFTH AVENUE SOUTH, SUITE 301 * NAPLES, FLORIDA 34102

CERTIFICATE

The undersigned, being the duly elected and acting President of Wyndemere Homeowners Association, Inc., hereby certifies that the foregoing were approved by the affirmative vote of at least a majority of the voting interests at a meeting held on the 12th day of April, 1999, after due notice, in accordance with the requirements of the Bylaws for their amendment, said vote being sufficient for adoption. The foregoing both amend and restate the amended Bylaws in their entirety.

Executed this 9th day of July, 1999.

Attest:

Mary Jo Fausnight
Signature of Witness
MARY JO FAUSNIGHT
Print Name of Witness
Dodie Pohrer
Signature of Witness
Dodie Pohrer
Print Name of Witness

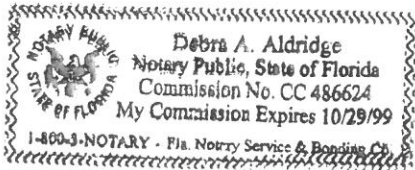
WYNDEMERE HOMEOWNERS
ASSOCIATION, INC.

By: Harold L. Yepsen
Harold L. Yepsen, President

(SEAL-FLORIDA CORPORATION
NOT FOR PROFIT)

STATE OF FLORIDA
COUNTY OF COLLIER

Acknowledged before me this 9 day of July, 1999, by Harold L. Yepsen, President of Wyndemere Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation.



Notary Public-State of Florida:
Sign Debra A. Aldridge
Print Debra A. Aldridge
Personally Known ☒; or Produced
Identification _____ Type of Identification
Produced: _____
Affix Seal Below:

BYLAWS

11

DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.
600 FIFTH AVENUE SOUTH, SUITE 301 * NAPLES, FLORIDA 34102