

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

Substantial amendment of Bylaws. For present text see existing Bylaws.

1. GENERAL PROVISIONS

These are the Bylaws of Glendevon Association, Inc. (the "Association"), a corporation not for profit organized under the laws of the State of Florida. This is a Homeowner's Association as defined by Chapter 720, Florida Statutes.

1.1 Principal Office. The principal office of the Association shall be 98 Wyndemere Way, Naples, Florida 34105.

1.2 Seal. The seal of the Association shall be inscribed with the name of the 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 Association where a seal may be required.

1.3 Fiscal Year. The fiscal year of the Association shall be the calendar year.

2. DEFINITIONS

When used in these Bylaws, the terms herein shall have the same definition and meaning as those set forth in the Declaration of Covenants, Restrictions and Easements for Glendevon, as recorded in the Public Records of Collier County, Florida, unless herein provided to the contrary or unless the context requires otherwise.

3. MEMBERSHIP

3.1 Qualifications. Every Owner shall be a Member of the Association, and no Owner shall have more than one membership in the Association with respect to any Lot. Membership in the Association shall not be assignable, except to the successor-in-interest of the Owner's Lot, and every membership of any Owner in the Association shall be appurtenant to and inseparable from ownership of the Lot. Ownership of such Lot shall be the sole qualification for membership of an Owner in the Association.

3.2 Voting Interests. When a vote of the Members is required herein or by law, each Member shall be entitled to one (1) vote in the affairs of the Association for each Lot owned. The term "a majority of the Voting Interests" in cases of membership votes shall mean the number of votes equal to one-half ($\frac{1}{2}$) of the total votes at any Member's meeting in which there is a quorum, plus one vote.

3.3 Annual Meeting. There shall be an annual meeting of the Members in each calendar year. The annual meeting shall be held in Collier County, Florida, at a day, place and time designated by the Board, for the purpose of electing directors and transacting any other business duly authorized to be transacted by the Members.

3.4 Special Members' Meetings. Special meetings of the Members must be held whenever called by the President or by a majority of the Board and may also be called by Members having at least two-thirds (2/3) of the votes of the entire membership. Such request shall be in writing, shall state the purpose or purposes of the meeting, and shall be signed by all the Members making the request. Business at any special meeting shall be limited to the items specified in the request and contained in the notice of meeting.

3.5 Notice of Meetings. Notice of all Members' meetings must state the time, date, and place of the meeting and shall incorporate an identification of agenda items. The notice must be mailed to each Member at the address which appears on the books of the Association, or may be furnished by personal delivery. The Member bears the responsibility for notifying the Association of any change of address. The notice must be mailed or delivered at least fourteen (14) days prior to the date of the meeting. Notice of any meeting may be waived in writing by any Member.

3.6 Quorum. A quorum at a Members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast at least thirty percent (30%) of the votes of the entire membership.

3.7 Vote Required. The acts approved by a majority of the votes cast at a meeting in which a quorum has been attained shall be binding upon all Owners for all purposes, except where a higher vote is required by law or by any provision of the Association documents.

3.8 Proxy Votes. A proxy may be given by any person entitled to vote, but shall be valid only for the specific meeting for which originally given and any lawful adjournment of that meeting. No proxy shall be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, signed by the person authorized to cast the vote for the unit, specify the date, time and place of the meeting for which it is given and the original must be delivered to the Secretary of the Association at least forty-eight (48) hours before the appointed time of the meeting or adjournment thereof. Holders of proxies need not be Members. No proxy shall be valid if it names more than one person as the holder of the proxy, but the holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy.

3.9 Adjourned Meetings. Any duly called meeting of the Members may be adjourned to a later time by vote of the majority of the Voting Interests present, regardless of whether a quorum has been attained. Any business which might have

been conducted at the meeting as originally scheduled may instead be conducted at the continuance.

3.10 Order of Business. The order of business at Members' meetings shall be substantially as follows:

1. Call of the roll or determination of quorum;
2. Reading or disposal of minutes of last members' meeting;
3. Reports of officers;
4. Reports of committees;
5. Election of directors (annual meeting only);
6. Unfinished business;
7. New business;
8. Adjournment.

3.11 Minutes. Minutes of all meetings of Members and of the Board shall be kept in a businesslike manner and available for inspection by Members or the authorized representatives and Board members at all reasonable times and for a period of seven (7) years after the meeting.

3.12 Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the law, with the Declaration, or with these Bylaws. The presiding officer may appoint a parliamentarian whose decision or questions of parliamentary procedure shall be final. Any questions or point of order not raised at the meeting to which it relates shall be deemed waived.

3.13 Member's Participation. Members shall have the right to participate in meetings of Members with reference to all designated agenda items. However, the Association shall adopt reasonable rules governing the frequency, duration, and manner of Member participation. Any Member may tape record or videotape a meeting of the Members, subject to reasonable rules to be followed.

3.14 Action by Members Without Meeting. Except for the holding of the annual meeting and the election of directors and unless otherwise provided herein, any action required or permitted to be taken at a meeting of the Members may be taken by mail without a meeting if written consents, setting forth the action to be taken, are signed by the Members having not less than the minimum number of votes that would be necessary to take such action at a meeting, or a majority of the total votes of the entire membership, whichever is greater, unless a lesser vote is required by law. If the requisite number of written consents are received by the Secretary of the Association within thirty (30) days of mailing notice of the proposed action to the Members, a resolution passed by the Board on the action so authorized shall be of full force and effect as if a full membership meeting had been held. Within ten (10) days after adopting the resolution, the Board shall send written notice of the action taken to all Members. Nothing in this paragraph shall be construed in derogation of Members'

rights to call a special meeting of the membership as elsewhere provided in these Bylaws. If the vote is obtained by polling the Owners by mail, the list of Owners on record with the Secretary of the Board at the time of mailing the voting material shall be the list of qualified voters.

4. BOARD OF DIRECTORS

4.1 Number of Directors and Terms of Service. The Association shall be governed by the Board. The number of directors may be decreased or increased from time to time by the Board, but in no event shall the number of Directors be less than three (3) nor more than seven (7), and shall always be an odd number. The directors of the Association shall have a fiduciary duty to the Members. In order to provide for a continuity of experience by establishing a system of staggered terms, at the next election after ratification of these Amended and Restated Bylaws, the one (1) candidate receiving the highest number of votes shall be elected for a three (3) year term, the one (1) candidate receiving the next highest number of votes shall be elected for a two (2) year term, and the one (1) candidate receiving the lowest number of votes shall be elected for a one (1) year term. Thereafter, terms of service shall continue on a staggered-term basis. A Director's term will end at the annual election at which their successor is to be elected.

In the event of a vacancy occurring in the Board of Directors for any reason whatsoever, the remaining Directors shall appoint a person to serve as a replacement director until the next annual meeting. At such annual meeting, a director shall be elected by the Members, which director shall serve the unexpired term of the former director.

4.2 Selection of Directors. All Members of the Association and their spouses shall be eligible to serve on the Board, and a Member may nominate himself or herself as a candidate for the Board at a meeting where the election is to be held. The directors must be elected by a plurality of the votes cast by the eligible voters.

4.3 Organizational Meeting of Directors. The annual organizational meeting of the Board shall be held not later than March 15 of each year, at which time the newly-designated directors shall elect officers and conduct such other business as they may deem appropriate. At the organizational meeting the Board may adopt a resolution authorizing the President or other executive officer to spend Association funds during the summer months and shall place reasonable limitations on that authority. Written notice of the annual organizational meeting shall be sent to each Member at least fourteen (14) days in advance of the annual organizational meeting.

4.4 Regular Meetings. Regular meetings of the Board may be held at such time and place in Collier County, Florida, as shall be determined from time to time by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegram, at least seven (7) days prior to the day named for such meeting.

4.5 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 two (2) directors. Not less than forty-eight (48) hours notice, except in an emergency, of a special meeting shall be given to each director, personally or by telephone, facsimile, telegram or Wyndemere television, which notice shall state the time, date, place and purpose of the meeting. Business conducted as special meetings shall be limited to matters stated in the notice of meeting.

4.6 Notice to Members. All meetings of the Board of the Association shall be open to attendance by all Members of the Association and notices of all Board meetings

shall be posted in a conspicuous place on the Association Property or via the television on the Wyndemere TV Channel at least forty-eight (48) hours in advance, except in an emergency. Notice shall include a general outline of 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. In the alternative, if notice is not posted in a conspicuous place in Glendevon or on the Wyndemere TV Channel, notice of each Board meeting must be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency. The right to attend does not include the right to participate unless permitted by the Board.

4.7 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

4.8 Quorum of Directors. A quorum at a Board meeting shall be attained by the presence in person of at least a majority of the directors. Directors 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 whereby 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.

4.9 Vote Required. The acts approved by a majority of those directors present and voting at a meeting at which a quorum has been attained shall constitute the acts of the Board, except as otherwise provided below. Directors may not vote by proxy at Board meetings.

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

4.11 Adjourned Meetings. The majority of the directors present at any meeting of the Board, regardless of whether a quorum has been attained, may adjourn the meeting from time to time.

4.12 Removal; Filling of Vacancies. Any director may be removed with or without cause by a vote of two-thirds (2/3) of the Owners at a meeting called for that purpose. All vacancies shall be filled by a majority vote of the Board of the Association.

4.13 Resignation. Any director may resign by written notice to the Association, which resignation shall take effect upon receipt, unless another date is specified in the notice. Any director who is absent from three (3) consecutive meetings of the Board shall be deemed to have tendered his or her resignation as of the date of the third meeting, and the remaining Board members shall be notified in writing and shall appoint a replacement. The replacement shall not be the same person who was just removed.

4.14 Powers. The property and business of the Association shall be governed by the Board which may exercise all corporate powers not prohibited by law, the Articles of Incorporation, the Declaration or these Bylaws. The powers of the Board shall specifically include, but not be limited to, the following:

- a. To levy and collect fees and Assessments in accordance with the provisions of the Declaration, the Articles of Incorporation, and these Bylaws, and to establish the time and manner within which payment of same are due;
- b. To use and expend the fees and assessments collected for those purposes set forth in the Articles of Incorporation, the Declaration and as may be permitted by law;
- c. To perform all functions set forth in the Declaration, the Articles of Incorporation, and as may be permitted by law, and in conjunction with the foregoing, to purchase the necessary equipment, furnishings, fixtures, accessories and tools necessary or incidental to the maintenance of the Association Property;
- d. To collect delinquent fees and assessments by suit or otherwise;
- e. To employ such personnel as may be necessary or incidental in order to carry out the purposes and functions of the Association;
- f. To enter into such contracts and bind the Association thereby as the Board may deem reasonable in order to carry out the powers and functions of the Board.
- g. To make reasonable Rules and Regulations for the use of Association Property and for the operation of the Association;
- h. To grant easements across Association Property for access, support, air space, encroachments, utilities, and such other easements or actions as the Association deems necessary.

4.15 Limitation on Powers. The Board may not purchase any land, nor make any material alterations of or substantial additions to the Association Property or the facilities located thereon (costing more than \$10,000.00 in the aggregate in any twelve-month period) nor borrow in excess of \$10,000.00 without the consent of a majority vote of the membership.

4.16 Compensation. Directors and officers shall not receive compensation for their services as such, but may, at the discretion of the Board, receive reimbursement for out-of-pocket expenses incurred in the actual performance of their duties.

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

1. Roll call;
2. Proof of notice of meeting or waiver of notice;
3. Reading of minutes of last meeting;
4. Reports of officers;
5. Reports of committees;
6. Unfinished business;
7. New business;
8. Adjournment.

4.18 Committees. The Board may, by resolution, designate such standing or temporary committees as it may deem advisable or as may be required herein. Each such committee shall have such authority as shall be specified in the resolution designating such committee. The Board shall have the power at any time to remove any individual serving on any such committee or committees, with or without cause, and to fill vacancies in and to dissolve such committee or committees. Each committee designated by the Board 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 or any individual executive Director of any responsibilities imposed by law.

4.19 Minutes and Inspection. Minutes of all meetings of the Board shall be kept in a business-like manner in written form and shall be available for inspection by Members or their authorized representatives, and by Board members at reasonable times. A vote or abstention from voting on each matter voted upon for each director present at a Board meeting must be recorded in the minutes. The Association shall retain these minutes for at least seven (7) years.

4.20 Assessments. An Assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that Assessments will be considered and the nature of the Assessments.

5. OFFICERS

The officers of the Association shall be a President, one or more Vice Presidents, a Secretary and Treasurer, all of whom shall be elected by the Board. Any two of said offices may be held by one person, except that the President shall not hold any other office. The Board may appoint such other officers as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The officers of the Association have a fiduciary duty to the Members.

5.1 Tenure of Officers. All officers of the Association shall hold office until their successors are elected and qualified. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of the majority of the Directors. Any officer may resign at any time by giving written notice to the Association and unless otherwise specified therein, the resignation shall become effective upon receipt. Any vacancy occurring in any office of the Association shall be filled by the Board.

5.2 The President. The President shall preside at all meetings of the directors, and shall have general and active management of the business of the Association. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Association, except where required or permitted by statute to be otherwise signed and executed, and where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association. The President shall have general supervisory control and direction of all the other officers of the Association and shall see to the best of his or her ability that their duties are performed properly. The President shall submit a report of the operations of the Association for the fiscal year to the Board whenever called for by the Board and from time to time shall report to the Board all matters within his or her knowledge which the best interest of the Association may require to be brought to their notice. The President shall hold an ex-officio position of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

5.3 The Vice President. The Vice President, or if there be more than one, the Vice Presidents, according to the order of their election appointment, shall be vested with all powers and duties required to perform the duties of the President in his or her absence, and such other duties as may be prescribed by the Board.

5.4 The Secretary. The Secretary shall be responsible for the keeping of the minutes of the meetings of the Board in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with these Bylaws, or as required by statute. The Secretary shall be the custodian of the records and of the seal of the Association and shall see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws or as required by statute. The Secretary shall keep a register of the post office address of each Member. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the President or the Board.

5.5 The Treasurer. The Treasurer shall be responsible for keeping full and accurate accounts of receipts and disbursements in books belonging to the Association and shall cause all monies and other valuable effects to be deposited or kept in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall oversee the disbursement of funds of the Association.

take proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Association. The Treasurer shall be the chairman of the Budget Committee, if any. The Treasurer may be required to give the Association a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his or her office, and the restoration of the Association in case of his or her death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Association. The Association shall pay all premiums for issuance of the bond. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the President of the Board.

6. ASSESSMENTS AND FEES

6.1 Method of Establishing Assessments. Before the thirty-first day of December of each year, the Board shall consider and adopt an annual operating budget in amounts believed to be sufficient to enable the Association to perform its functions for the ensuing year. Based upon the amount of money determined to be needed for the operation of the Association, the Board shall assess against each Owner its proportionate share of the budget.

6.2 Payment of Regular Assessments. Regular assessments shall be billed in quarterly installments payable in advance on the first day of January, April, July and October of each year.

6.3 Limitation on Change of Assessments. The Board shall not increase the Regular Assessments by more than twenty percent (20%) over and above the Regular Assessments for the preceding year without the approval of a majority of the votes of the entire membership.

6.4 Collection of Assessments. The Board shall be authorized to adopt and promulgate Rules and Regulations for the collection of all assessments. The determination, collection and enforcement of Assessments against the Members shall be subject to the provisions of the Declaration.

7. USE RESTRICTIONS

7.1 Declaration. The Amended and Restated Declaration of Covenants, Restrictions and Easements for Glendevon and the Master Association Documents shall govern the use of the Association Property and the conduct of the Members and their respective Owners, occupants and/or guests.

7.2 Promulgation of Rules. In addition to the Declaration, reasonable regulations concerning the use of Association Property may be made and amended

form time to time by the Board. Copies of such regulations and amendments thereto shall be made available to all Owners in Glendevon.

8. NOTICES

8.1 Method. Except as otherwise required, notices to directors and each Member shall be in writing and delivered personally or mailed to the directors and each Member at their address appearing on the records of the Association. Notice by mail shall be deemed to be given at the time when the same shall be deposited properly addressed with sufficient first class postage in the U.S. Mail. Notice to Directors may also be given by telegram, facsimile, telephone, or in person.

8.2 Waiver. Whenever any notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

9. FINANCES

9.1 Fiscal Year. The Association shall operate on a fiscal year beginning on the first day of January and ending on the 31st day of December of each year. The Board is expressly authorized to change to a different fiscal year basis whenever deemed appropriate and in the best interest of the Association.

9.2 Annual Financial Statement. The Board shall provide an internally prepared annual financial report to each Member within sixty (60) days after the end of each fiscal year as to the total fees and assessments and other income and as to the method of disbursement of said funds. The financial report must consist of either:

- a. Financial statements printed in conformity with generally accepted accounting principles; or
- b. A financial report of actual receipts and expenditures, cash basis, which report must show:
 - (1) The amount of receipts and expenditures by classification; and
 - (2) The beginning and ending cash balances of the Association.

9.3 Depository. The Association shall maintain its accounts in such financial institutions 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 Association funds in interest-bearing accounts, money market funds, certificates of deposit, U.S. government securities, and other similar investment vehicles.

9.4 Budget. The Treasurer shall prepare or cause to be submitted to the Board, not later than December 1 of each year, a proposed budget for the next year. The proposed budget shall be detailed and shall show the amounts budgeted for income and expense by accounts. The Board shall, not later than December 31 of each year, adopt an annual budget for the next fiscal year. A copy of the proposed budget and a notice stating the time, date and place of the meeting at which the budget will be considered shall be mailed to or served on each director not less than fourteen (14) days prior to that meeting.

9.5 Reserves. In addition to the operating expenses provided in the budget, the Board may establish one or more reserve accounts for contingencies, operating expenses, repairs, improvements or deferred maintenance. The purpose of the reserves is to provide financial stability and to minimize the need for special assessments. 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.

9.6 Special Assessments. Special Assessments may be imposed by the Board when necessary to meet unusual, unexpected, emergency, or non-recurring expenses, or for such other purposes as are authorized by the Articles of Incorporation or these Bylaws. Special Assessments are due on the day specified in the resolution of the Board approving such Assessments. The notice of any Assessments must contain a statement of purpose(s) of the Assessment and the funds collected must be spent for the stated purpose(s) or credited to the Members.

10. OFFICIAL RECORDS

From the inception of the Association, the Association shall maintain a copy of each of the following, where applicable, which shall constitute the official records of the Association:

- a. A photocopy of the recorded Declaration and all amendments thereto;
- b. A photocopy of the recorded Bylaws and all amendments thereto;
- c. A certified copy of the Articles of Incorporation of the Association or other documents creating the Association and all amendments thereto;
- d. A copy of the current Rules and Regulations of the Association;

- e. A book or books containing the minutes of all meetings of the Association and of the Board, which minutes shall be retained for a period of not less than seven (7) years.
- f. A current roster of the Owners, their mailing addresses, Lot identifications, voting certifications, and if known, telephone numbers.
- g. All current insurance policies of the Association which must be maintained for seven (7) years;
- h. A current copy of any management agreement, lease, or other contract to which the Association is a party or under which the Association or the Owners have an obligation or responsibility bids received by the Association for work to be performed;
- i. Bills of sale or transfer for all property owned by the Association;
- j. Accounting records for the Association according to good accounting practices. All accounting records shall be maintained for a period of not less than seven (7) years. The accounting records shall include, but not be limited to:
 - (1) Accurate, itemized, and detailed records for all receipts and expenditures.
 - (2) A current account and a quarterly statement of the account for each Lot designating the name of the Owner, the due date and amount of each Assessment, the amount paid upon the account, and the balance due.
 - (3) All audits, review, accounting statements, and financial reports of the Association.
 - (4) All contracts for work to be performed. Bids for work to be performed shall also be considered official records and shall be maintained for a period of one (1) year.
- k. Ballots, sign-in sheets, voting proxies and all other papers relating to elections, which shall be maintained for a period of one (1) year from the date of the meeting to which the document relates.
- l. All other records of the Association not specifically included in the foregoing which are related to the operation of the Association.

The official records of the Association shall be maintained in Collier County. The official records of the Association shall be open to inspection by any Association member or the authorized representative of such member at all reasonable times. Failure to permit inspection of the Association records as provided herein entitles any person prevailing in an enforcement action to recover minimum damages for the Association's willful failure to comply as set by Chapter 720 of the Florida Statutes as it may be amended from time to time. The right to inspect the records includes the right to make or obtain copies, at a reasonable expense, of any of the Association Members.

11. AMENDMENT OF BYLAWS

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

11.1 Proposal. Amendments to these Bylaws may be proposed by the President or by any two (2) directors.

11.2 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 directors with notice of meeting at which the proposed amendments will be voted on.

11.3 Vote Required. Except as otherwise provided, these Bylaws may be amended by concurrence of a majority of the votes of the entire membership at any meeting called for that purpose. The text of any proposed amendment shall be contained in the notice of such meeting.

11.4 Certificate: Recording. 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 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.

11.5 Amendments Affecting Water Management Areas or Systems. Any amendment(s) materially affecting the water management areas or systems for Glendevon must be approved by the South Florida Water Management District.

12. VOTING ON MASTER ASSOCIATION MATTERS

The Association is entitled to one (1) representative on the Board of Governors of the Master Association, which representative shall be entitled to cast all votes of the members of the Association in the affairs of the Master Association. The representative shall have as many votes in Master Association matters as the number of Units contained in Glendevon. All such votes shall be cast in a block. Not later than March 15th of each year in which a regular vacancy will occur, the Board of Directors of the Association shall designate in writing one (1) natural person who shall serve as a

Governor of the Master Association from the next annual organizational meeting of the Board of Governors until the organizational meeting at which the successor takes office, or until his or her earlier death, resignation or removal. If the designated representative is unable to attend a Board meeting due to illness or absence from the Naples area, the Association may designate, in writing, an alternative representative for the purpose of attending and voting at a meeting. Any vacancy occurring in the office shall be filled by the Board of Directors. The term of office shall be three (3) years unless otherwise provided in the Master Association Bylaws. Any representative may be removed with or without cause by the Board of Directors. The representative shall be a member of the Association and may be the President or other officer or director thereof. A representative who is not a director shall serve as an ex-officio member of the Association's Board of Directors.

13. MISCELLANEOUS PROVISIONS

13.1 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.

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

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

The foregoing constitute the Amended and Restated Bylaws of Glendevon Association, Inc., and were adopted by the Board at its meeting held on February 21, 2002.

By: Gordon Gussert
Gordon Gussert, President

(seal)

Attest:

Barbara M. Steele
Secretary