

3140597

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF PELICAN LANDING COMMUNITY ASSOCIATION, INC.

FILED
1990 DEC 28 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR2271 PG0993

This Amendment is made as of the 20th day of December, 1990, by PELICAN LANDING COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit (the "Corporation").

W I T N E S S E T H:

WHEREAS, the Articles of Incorporation of the Corporation have heretofore been executed and filed on August 19, 1988 with the Secretary of State of the State of Florida, as amended (the "Articles"); and

WHEREAS, Corporation desires to amend the Articles to bring its definitions and provisions into conformity with the Amended and Restated Declaration and General Protective Covenants for Pelican Landing (the "Declaration"); and

WHEREAS, this Amendment is made pursuant to Article XI of the Articles and §617.017, Florida Statutes (1989).

NOW, THEREFORE, The Articles are hereby amended as follows:

1) Article II is deleted in its entirety and replaced with the following:

All terms which are defined in the Amended and Restated Declaration and General Protective Covenants for Pelican Landing shall be used herein with the same meanings as defined in the Declaration. The term "Corporation Common Areas" as used herein shall mean the same as "General Common Area and Exclusive Common Area," collectively, as set forth in the Declaration. The term "Operating Expenses" as used herein shall mean the same as "Common Expenses" as set forth in the Declaration.

2) The first sentence of Article III is deleted in its entirety and replaced with the following:

The purposes for which this Corporation is organized are to promote the recreation, aesthetic enjoyment and social welfare of the Owners and occupants of the Properties, and to operate and maintain and own, as the case may be, the Areas of Common Responsibility in accordance with and pursuant to the Declaration or any Supplement thereto and to fulfill its obligations in accordance with and pursuant to the Declaration.

After recording please return to:
Westinghouse Communities of Naples, Inc.
801 Laurel Oak Drive, #500
Naples, FL 33963

RECORD VERIFIED - CHARLIE GREEN, CLERK
DEC 28 1990

OR 271 PG 994

3) The second to last paragraph of Article IV is deleted in its entirety and replaced with the following:

To contract with governmental or quasi-governmental entities or property owners associations regarding maintenance and administration.

4) Article V is deleted in its entirety and replaced with the following:

The Corporation shall have two classes of voting membership:

Class A. Class "A" Members shall be all Owners with the exception of the Class "B" Member, if any. Class "A" Members shall be entitled to such vote(s) as are set forth in the Declaration.

In any situation when a Member is personally entitled to exercise the vote for his portion of the Properties and more than one (1) Person holds the interest in such portion of the Properties required for membership, the vote for such portion of the Properties shall be exercised as may be specified in the By-Laws.

Class B. The Class "B" Member shall be Declarant. The rights of the Class "B" Member, including the right to approve or disapprove actions taken under the Declaration and By-Laws are specified throughout the Declaration and By-Laws. The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Governors during the Class "B" Control Period. The Class "B" membership shall terminate and become converted to Class "A" membership upon the earlier of:

(i) two years after expiration of the Class "B" Control Period pursuant to Article IV of the ByLaws; or

(ii) when, in its sole discretion the Declarant so determines.

5) Article VII is deleted in its entirety and replaced with the following:

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) Directors.

6) The following Paragraph I is hereby added to Article X:

So long as there is a Class "B" membership, each amendment to these Articles must first be approved in writing by the Class "B" Member.

IN WITNESS WHEREOF, Corporation hereby certifies this Amendment executed on the date set forth above. This amendment was adopted by the board of directors on the 20th day of December, 1990.

PELICAN LANDING COMMUNITY ASSOCIATION, INC.

[SEAL]

By: [Signature]
SAMUEL L. CROUCH, President

ATTEST: [Signature]
VIVIEN N. HASTINGS, Secretary

DR2271 PG0995

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

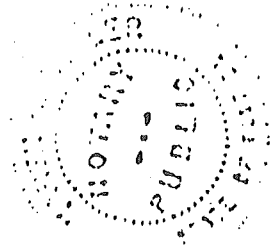
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized and acting, SAMUEL L. CROUCH and VIVIEN N. HASTINGS, the President and Secretary, respectively, of Pelican Landing Community Association, Inc., to me known to be the persons who signed the foregoing instrument as such officers, and they severally acknowledged the execution thereof to be their free act and deed as such officers for the uses and purposes therein mentioned and they affixed thereto the official seal of said corporation, and that the said instrument is the act and deed of said corporation. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of December, 1990.

[Signature]
NOTARY PUBLIC Karen R. Holler
My Commission No: AA719906

My Commission Expires:
October 30, 1993

Notary Public
State of Florida at Large
My Commission Expires
October 30, 1993



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12-19-90/10

AMENDMENT TO BY-LAWS OF
PELICAN LANDING COMMUNITY ASSOCIATION, INC.

OR 2271 PG 996

This Amendment is made this 30th day of April, 1991 by WESTINGHOUSE BAYSIDE COMMUNITIES, INC., ("Declarant") a Florida corporation and the "Declarant" under the Amended and Restated Declaration and General Protective Covenants for Pelican Landing dated January 3, 1991 as recorded in Official Records Book 2198, Page 1873 in the Public Records of Lee County, Florida (the "Declaration").

W I T N E S S E T H :

WHEREAS, the Declarant desires to amend the By-Laws of Pelican Landing Community Association, Inc., a Florida not-for-profit corporation (the "Association");

WHEREAS, Article VI, Section 6 of the By-Laws of the Association provides that "so long as it still owns any of the real property described in Exhibit A" of the Declaration, the Declarant may amend these By-Laws for any other purpose, in its sole discretion and with the approval of no other Person being required, provided the amendment has no material adverse effect upon any right of any Owner."

WHEREAS, this Amendment is being made pursuant to, and in accordance with, the requirements of such Article VI, Section 6, of the By-Laws.

NOW, THEREFORE, the By-Laws of the Association are amended as follows:

1. The last sentence of Article II, Section 3 is amended to read as follows:

"Subsequent regular annual meetings shall be set by the Board so as to occur in the month of March on a date and a time set by the Board of Directors."

2. Section 19(f)(ii) of Article III (C.) shall be deleted in its entirety and the subsequent subparagraphs shall be renumbered as follows: Subparagraph "(iii)" shall be "(ii)", subparagraph "(iv)" shall be "(iii)" and subparagraph "(v)" shall be "(iv)".

92 JAN 16 AM 11:46

IN WITNESS WHEREOF, the undersigned Declarant has executed this Amendment on the date set forth above.

WESTINGHOUSE BAYSIDE COMMUNITIES, INC.

By: [Signature]
Samuel L. Crouch
President

Attest: [Signature]
Vivien N. Hastings
Secretary

OR2271 PG0997

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, Samuel L. Crouch and Vivien N. Hastings, the President and Secretary respectively, of WESTINGHOUSE BAYSIDE COMMUNITIES, INC., a Florida corporation, to me known to be the persons who signed the foregoing instrument as such officers, and they severally acknowledged that the execution thereof was their free act and deed as such officers for the uses and purposes therein expressed and that the said instrument is the act and deed of said Florida corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of April, 1991.

[Signature]
Notary Public

My Commission Expires:

[SEAL]



LAUREL Y. SITTERLY
BY COMMISSION EXPIRES
January 23, 1994
BONDED TRUE NOTARY PUBLIC UNDERWRITERS