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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Amend 10/51/09 DANIEL J. LOBECK

MARK A. HANSON*

MICHELLE A. STELLACI

JEREMY V. ANDERSON

David P. Babner**

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THE LAW OFFICES OF LOBECK & HANSON

PROFESSIONAL ASSOCIATION

CONDOMINIUM
COOPERATIVE AND
COMMUNITY
ASSOCIATIONS
CIVIL LITIGATION
PERSONAL INJURY
FAMILY LAW
LAND USE LAW
ESTATES AND TRUSTS
*FLA. SUPR. CT. CERTIFIED MEDIATOR

**ALSO ADMITTED IN MASS., N.Y., D.C.

December 15, 2009

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re:

Certificate of Amendment

Windward Bay, Inc.

To whom it may concern:

Please find enclosed an original Certificate of Amendment and Amendment to the Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

deremy V. Anderson

JVA/pft Enclosure

AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

WINDWARD BAY, INC.

[Underlined text indicates newly inserted text. Stricken text indicates deleted text.]

7. DIRECTORS. The affairs and property of the corporation shall be managed by a Board of Directors composed of seven members. Directors shall be elected by the members in accordance with the bylaws at the annual meeting of the members of the corporation. At each annual meeting, three-directors-shall be elected to serve for a term of one year and two Directors shall be elected to serve for a term of two years. Those two directors elected to by the largest number of votes shall serve for the two-year terms of office and in the event of a tie for election to a term of two years, the winner and winners shall be decided by the toss of a coin. If a vacancy occurs, the directors remaining in office shall appoint a director to fill the vacancy.

SECRETARY OF STATE
TALLAHASSEE. FLORIDA

Prepared by and return to: Daniel J. Lobeck, Esquire Lobeck & Hanson, P.A. 2033 Main Street, Suite 403 Sarasota, Florida 34237 (941) 955-5622 (Telephone) (941) 951-1469 (Facsimile)

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR WINDWARD BAY, INC.

We hereby certify that the attached Amendment to the Amended and Restated Articles of Incorporation of Windward Bay, Inc. were approved and adopted at a Special Meeting of the Association Membership held on November 17, 2009, upon proposal by the Association Board of Directors by not less than seventy-five percent (75%) of the Association members present (in person and by proxy) at the membership meeting and by a majority vote of the entire membership of the Association Board of Directors, which is sufficient for adoption under Article 11 of the Articles of Incorporation.

meorporation.	
DATED this <u>G</u> day of <u>lee</u> , 2009.	
Witnesses:	WINDWARD BAY, INC.
sign: Mun Jemak	By: Caroly Gornowicz, President
print: Alvin Lemeck	Carolyn Gornow 102, 1 resident
sign: Smy Slepp	
print: LARRY R STEAGAL	40 00
sign: Line S. medlach	Attest: Edward D. Cohen, Secretary
print: Ruth 1. Mollen half	Edward D. Content, Secretary
sign: Ful Shor	•
print: FRED LHOLSON	

STATE OF FLORIDA COUNTY OF MANATEE

by Carolyn Gornowicz, as President of Wind	wledged before me this <u>f</u> day of <u>llee</u> , 2009, lward Bay, Inc., a Florida not for profit corporation, s personally known to me or has produced
S	NOTARY PUBLIC sign State of Florida at Large (Seal)
by Edward D. Cohen as Secretary of Windwa	My Commission ex Contribution DD 667092 Expires June 7. 2011 Bonded Triou Troy - sign source 800-385-70 wledged before me this day of
Ş	Print LATHERINE L. GHOLSON State of Florida at Large (Seal) My Commission expires: KATHERINE L. GHOLSON Commission DD 667092 Expires June 7, 2011 Bonded Thru Troy Fain Insurance 800-365-7019