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April 18, 1997

* LICENSED IN OHIO ONLY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: **Vanderbilt Gulfside Condominium Association, Inc.**

Dear Sir or Madam:

Enclosed please find an original Articles of Amendment to Articles of Incorporation of Vanderbilt Gulfside Condominium Association, Inc. (a not-for-profit corporation). Please file the Amendment and send proof of same to our office as soon as possible in the self-addressed postage paid envelope provided for your convenience. Also enclosed is a check for \$35.00 to cover the filing fees for this transaction.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

Very truly yours,

Kathleen A. Famulare
Legal Secretary to
Steven M. Falk

/kaf
Enclosures.
89704-001

Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 11:00
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APR 21 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

VANDERBILT GULFSIDE CONDOMINIUM ASSOCIATION, INC.

The corporation is filing these Articles of Amendment to
Articles of Incorporation pursuant to F.S. 617.1006.

1. The name of the corporation is VANDERBILT GULFSIDE
CONDOMINIUM ASSOCIATION, INC.
2. The Articles of Incorporation of Vanderbilt Gulfside
Condominium Association, Inc., were amended in its
entirety.
3. The foregoing Amended and Restated Articles of
Incorporation were duly adopted by the membership by
Ballot.
4. The number of votes cast by the membership at the above-
referenced members' meeting were sufficient for approval.

In witness whereof, the undersigned Director of this
corporation has executed these Articles of Amendment on April 14th,
1997.

VANDERBILT GULFSIDE CONDOMINIUM
ASSOCIATION, INC.

By: *Gilbert Neal*
GILBERT NEAL, President (SEAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 11:00

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

VANDERBILT GULFSIDE CONDOMINIUM ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
87 APR 21 AM 11:00

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation Vanderbilt Gulfside Condominium Association, Inc., a Florida corporation not for profit, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, 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 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Vanderbilt Gulfside Condominium Association, Inc., and its address is 10851 Gulf Shore Boulevard, Naples, Florida 33963.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Vanderbilt Gulfside, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws ; and it shall have all of the powers and duties reasonable necessary to operate the Condominium pursuant to the condominium documents as

ARTICLES OF INCORPORATION

EXHIBIT "E"

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they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Declaration of Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

ARTICLES OF INCORPORATION

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- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium

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 of the Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of

ARTICLES OF INCORPORATION

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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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

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

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. The Board of Directors may amend these Articles without the need for a vote of the membership; solely in order to conform the provisions hereof with the requirements of Florida law.

- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any 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 right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

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