

**NO3 233**

**SECTION 23 PROPERTY OWNERS ASSOCIATION, INC.**

26217 Rampart Boulevard, Unit A  
Punta Gorda, FL 33983

November 22, 1999

Department of State  
Division of Corporations  
Amendment Section  
Tallahassee, Florida 32314

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-11/30/99--01001--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Subj: Section 23 Property Owner's Association, Inc., Articles of Incorporation.  
Ref: Amended and Restated Articles of Incorporation of subject filed December 2, 1997.

- Encls: (1) Amendment to Article VIII of referenced Articles of Incorporation.
- (2) BOD Resolution No. 1999-3 passed July 15, 1999.
- (3) Copy of referenced Amended and Restated Articles of Incorporation.
- (4) Section 23 POA check in the amount of \$35.00 for filing enclosure (1)

Attention: Ms. Karen Gibson, Corporate Specialist.

Dear Ms. Gibson:

You may remember me as the fellow you helped so much to amend and restate our Articles of Incorporation two years ago. Well, now we are submitting an amendment to those Articles for filing.

At our annual meeting on October 22, 1999, the membership passed a Board of Directors Resolution to amend Article VIII of said Articles of Incorporation by a vote of 98%. The purpose of that Resolution was to remove any conflict in the procedure in which the Bylaws may be amended, i.e. the Articles permitted amendment by the Board of Directors and the Bylaws required a two-thirds majority of those property owners voting for such a change. With this amendment any future change in the Bylaws will require a two-thirds majority vote of the members voting for a change.

I have enclosed copies of the recently approved Resolution (enclosure (2) which was provided to all 3,342 property owners prior to the annual meeting and a copy of the Articles of Incorporation (enclosure (3), that reflect our previous effort.

Virtually all vestiges of the developer have faded and Section 23 covenants clearly represent a not-for-profit corporation under the State of Florida Corporation Act, Chapter 617, F. S. now. I was recently elected President for a fourth (and last) year and we have purchased our own office building. While progress seems slow at times, I have been blessed with supportive, hard working Board members and an excellent management company.

I often think of my first year as President and newly elected member of the Board and the patience you showed when I embarked on the difficult task of changing our Articles to reflect a Chapter 617 corporation... against the odds. With your most appreciated assistance we did it!

Sincerely,

*William G. Cone*  
William G. Cone  
President

99 NOV 29 PM 5:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AMEND*  
*11/30*

**SECTION 23, PROPERTY OWNERS ASSOCIATION, INC.**

26217 Rampart Boulevard, Unit A  
Punta Gorda, FL 33983

**Amendment to the Articles of Incorporation  
OF**

**PGI SECTION 23, PROPERTY OWNERS ASSOCIATION, INC.**

In accordance with the amendment procedure set forth in Article IX of the Amended and Restated Articles of Incorporation of Section 23, Property Owner's Association, Inc., a Corporation Not-For-Profit, established under the State of Florida Corporation Act, Chapter 617 Florida Statutes, and filed with the Secretary of State, at Tallahassee, Florida, on December 2, 1997, and recorded in the Public Records of Charlotte County, Florida, Office of the Clerk of the Circuit Court on June 17, 1998, the following amendment to Article VIII of the Amended and Restated Articles of Incorporation of the Section 23, Property Owner's Association, Inc., is hereby amended as indicated below:

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99 NOV 29 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**1. Article VIII - Bylaws, is hereby amended as follows**

The Association shall adopt and implement Bylaws consistent with these Articles of Incorporation and may alter, amend or rescind said Bylaws in accordance with the amendment procedures set forth therein. The Bylaws ~~may~~ shall contain provisions for the regulation and management of ~~the affairs~~ the Corporation not inconsistent with the State of Florida Not For Profit Corporation Act, Chapter 617 Florida Statutes, the Articles of Incorporation and the Declaration of Restrictions. ~~or Corporate Law.~~

The aforesaid amendment and restatement of Article VIII of the Articles of Incorporation was adopted by unanimous consent of the Board of Directors, on July 15, 1999 and the resultant Resolution 1999-3 was approved by the Association membership in accordance with the established procedures set forth in Article IX of the Articles of Incorporation on the 19th day of October 1999.

IN WITNESS WHEREOF, we have hereunto set our hands at Punta Gorda, Florida on this, the 5th day of November 1999.

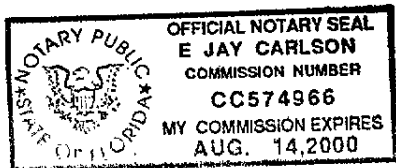
*William G. Cone*  
William G. Cone, President

*Robert V. Bracken*  
Robert V. Bracken, Vice President

**STATE OF FLORIDA  
COUNTY OF CHARLOTTE**

BEFORE ME, the undersigned authorities, personally appeared, William G. Cone and Robert V. Bracken, who acknowledged that they executed the foregoing amendment to the Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and seal at Punta Gorda, Charlotte County, Florida this 5th day of November 1999.



*BOTH PARTIES PERSONALLY  
KNOWN TO ME.*

*[Signature]*  
Notary Public - State of Florida at Large

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99 NOV 29 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA