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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 FEB 14 PM 1:19

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PLEASE REPLY TO
FORT MYERS OFFICE

February 6, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

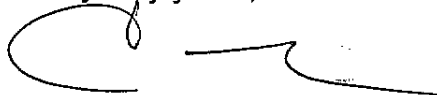
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RE: ***G.V. of Parker Lakes Neighborhood Association, Inc.;***
Articles of Amendment to Articles of Incorporation;

Dear Sir:

Enclosed please find the original Articles of Amendment to the Articles of Incorporation of G.V. of Parker Lakes Neighborhood Association, Inc., along with our check in the amount of \$43.75 representing filing fee and fee for a certified copy. I am enclosing a S.A.S.E. for your return of the certified copy. Thank you.

Very truly yours,



Christopher J. Shields

CJS/jg

Enclosure

cc: Prime Management

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Amend.

V SHEPARD FEB 17 2002

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

G.V. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION, INC.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

SEE ATTACHED EXHIBIT "A"

SECOND: The date of adoption of the amendment(s) was: November 17, 2001

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

**SIGN
HERE**
↓

G.V. OF PARKER LAKES NEIGHBORHOOD ASSOCIATION, INC.

Corporation Name

Judith L. Morris

Signature of Chairman, Vice Chairman, President or other officer

Judith L. Morris

Typed or printed name

President

Title

11/17/01

Date

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EXHIBIT "A"

ARTICLE II, SECTION 5 SHALL BE ADDED AS FOLLOWS:

Section 5. In addition to the powers and purposes as further enumerated under this Article II, Sections 1-4, the Association shall have all of the rights, powers, duties and functions of a Multi-Condominium Association and shall govern and administrate the affairs of Grand View of Parker Lakes One, A Condominium, and Grand View of Parker Lakes Two, A Condominium, and shall supercede and assume the obligations of each of their respective Condominium Associations which have been merged into this corporation. As a Multi-Condominium Association, it shall be governed by Chapter 617 and Chapter 718, as its rights, duties and obligations are enumerated and in accordance with the respective condominiums for which it governs and these Articles of Incorporation and Bylaws.

This corporation shall prepare and maintain separate books and records and budgets for each of the respective condominiums that it governs and administrates, and shall maintain separate books and records and financial statements for each of the respective condominiums that it governs herein.

These Articles shall be further governed by the Articles of Merger whereupon each of the respective Condominium Associations have merged into this corporation.

ARTICLE VII, SECTION 1 AND SECTION 5(a) AND (b) SHALL BE AMENDED AS FOLLOWS:

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of ~~not less than three (3) nor more than seven (7) persons;~~ provided, at all times there may be an odd number of Directors on the Board five (5) persons. Effective on the date of the first Annual Meeting following the merger of the individual Grand View Condominium Associations into G.V. of Parker Lakes Neighborhood Association, Inc., there shall be five (5) directors with each Condominium entitled to at least two (2) representatives, on the Board of Directors. The election shall be bifurcated so that each Condominium shall elect two (2) representatives to the Board from the list of eligible candidates from that Condominium who are vying for said position, and only the votes from that particular Condominium shall be counted in electing their representative to the Board. The last one (1) seat on the Board shall serve on an annual basis and shall be elected by all members of the Association "at large." Except for the "at large" members on the Board, notwithstanding anything herein stated to the contrary, in the case a vacancy shall occur, the vacancy shall be filled by the remaining members on the Board who shall appoint an individual member from the same Condominium where the vacancy occurred.

Section 5. Directors may be removed with or without cause and replaced as follows:

- (a) Except as to vacancies resulting from removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of member shall be filled by the remaining directors, ~~provided that all vacancies in directorships to which the directors were appointed by the Declarant pursuant to the provisions of Article VII, Section 7, hereof shall be filled by the Declarant without the necessity of any meeting~~ subject to the provisions set forth in Section 1 hereinabove.
- (b) ~~Except the director elected at large,~~ any director elected by the members of a particular condominium (other than the Declarant) may be removed from office with or without cause by the vote or agreement in writing by a majority of all the voting interest within that particular condominium. A special meeting of the Unit Owners to recall a member or members of the Board may be called by ten percent (10%) of the voting interest giving notice of the meeting as required for a meeting of the Unit Owners, and the notice shall state the purpose of the meeting.

(REMAINDER OF SECTION 5(b) REMAINS UNCHANGED)