

N30359

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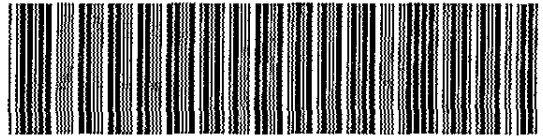
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Amended & Restated  
Articles

V SHEPARD FEB 14 2003

**PORTER WRIGHT MORRIS & ARTHUR LLP**  
Attorneys & Counselors at Law

Joshua M. Bialek  
941-593-2962  
jbialck@porterwright.com

5801 Pelican Bay Boulevard  
Suite 300  
Naples, Florida 34108-2709

Facsimile: 941-593-2990  
Toll Free: 800-876-7962

January 15, 2003

**VIA UPS OVERNIGHT DELIVERY**

Division of Corporations  
Registration Department  
409 East Gaines Street  
Tallahassee, Florida 32399

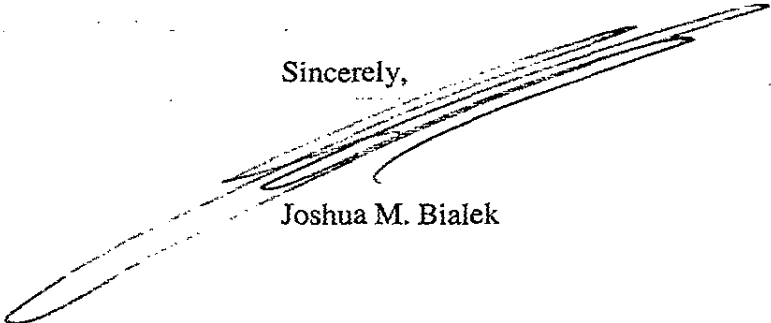
**Re: *Articles of Amendment to Articles of Incorporation of Glendevon Association, Inc.***

Dear Registration Department:

Please find enclosed for filing the Articles of Amendment to Articles of Incorporation. Also enclosed is the filing fee check of \$35.00.

If you have any questions, please do not hesitate to call me. Thank you for your assistance.

Sincerely,



Joshua M. Bialek

JMB:ld  
enclosures



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

January 23, 2003

JOSHUA M. BIALEK  
5801 PELICAN BAY BLVD.  
SUITE 300  
NAPLES, FL 34108-2709

SUBJECT: GLENDEVON ASSOCIATION, INC.  
Ref. Number: N30359

We have received your document for GLENDEVON ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

We need the name and address of the new registered agent (article IX).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard  
Document Specialist

Letter Number: 203A00004097

# PORTER WRIGHT MORRIS & ARTHUR LLP

Attorneys & Counselors at Law

Joshua M. Bialek  
239-593-2962  
jbialek@porterwright.com

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Suite 300  
Naples, Florida 34108-2709

Facsimile: 239-593-2990  
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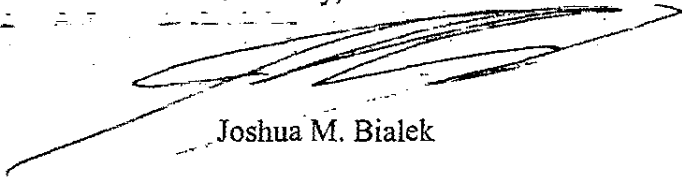
**Re: *Articles of Amendment to Articles of Incorporation of Glendevon Association, Inc.***

Dear Registration Department:

Please find enclosed for re-filing the Articles of Amendment to Articles of Incorporation.

If you have any questions, please do not hesitate to call me. Thank you for your assistance.

Sincerely,



Joshua M. Bialek

JMB:ld  
enclosures

RECEIVED  
03 FEB 11 AM 8:54  
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES OF AMENDMENT**

to

**ARTICLES OF INCORPORATION  
of  
GLENDEVON ASSOCIATION, INC.,  
a Florida Non-Profit Corporation**

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DIVISION OF CORPORATIONS  
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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:** The following amendments are hereby adopted:

**AMENDMENT 1. "Article I, Definitions"** is deleted in its entirety and replaced with the following **"Article I, Name"**:

**ARTICLE I  
Name**

The name of the corporation is: GLENDEVON ASSOCIATION, INC. (the "Association"). The address of the corporation's principal office is 98 Wyndemere Way, Naples, Florida 34105, and the mailing address of the corporation is 98 Wyndemere Way, Naples, Florida 34105.

**AMENDMENT 2. "Article II, Name"** is deleted in its entirety and replaced with the following **"Article II, Purpose"**:

**ARTICLE II  
Purpose**

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall make no distribution of income to its Members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the residential Lots, Common Areas and improvements as defined in the Declaration and in accordance with the Declaration, and to promote the recreation, health, safety and welfare of the Owners within Glendevon. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may

be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of Glendevon or Common Area within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

The Association shall operate, maintain and manage the surfacewater or stormwater management system(s) in a manner consistent with the South Florida Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relates to the surfacewater or stormwater management system. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surfacewater or stormwater management system.

**AMENDMENT 3. "Article III, Plan for Development and Purpose of Association"** is deleted in its entirety and replaced with the following **"Article III, Definitions"**:

**ARTICLE III**  
**I. Definitions**

When used in these Articles, the terms defined in Section 1 of the Amended and Restated Declaration of Covenants, Restrictions and Easements for Glendevon (the "Declaration"), shall have the same meanings as in the Declaration.

**AMENDMENT 4. "Article IV, Power"** is deleted in its entirety and replaced with the following **"Article IV, Membership and Voting Rights"**:

**ARTICLE IV**  
**II. Membership and Voting Rights**

Each Member shall be entitled to one (1) vote for each residential Lot owned. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners casts a vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he or she was, or they were, acting with the authority and consent of all other Owners thereof.

In the event more than the appropriate number of votes is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

Each Member shall be entitled to one (1) vote for each residential Lot owned. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners casts a vote on behalf of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he or she was, or they were, acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

**AMENDMENT 5. "Article V, Members"** is deleted in its entirety and replaced with the following **"Article V, Board of Directors"**:

**ARTICLE V**  
**Board of Directors**

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors who shall be Members. The number of directors may be decreased or increased from time to time by amendment to the Articles, but in no event shall the number be less than three (3) nor more than seven (7), and shall always be an odd number. The names and addresses of the persons who are to act in the capacity of directors until the appointment or election of their successors are:

<u>Name</u>	<u>Address</u>
Gordon Gussler	750 Courtside Drive Naples, FL 34105
William Hopke	730 Courtside Drive Naples, FL 34105
Barbara Stark	754 Glendevon Drive Naples, FL 34105

The Board of Directors shall be elected as provided for in the Bylaws.

**AMENDMENT 6. "Article VI, Term"** is deleted in its entirety and replaced with the following **"Article VI, Officers"**:

**ARTICLE VI**  
**III. Officers**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>
President	Gordon Gussler
Vice President	William Hopke
Secretary	Barbara Stark
Treasurer	Barbara Stark

The Officers shall be elected as provided for in the Bylaws.

**AMENDMENT 7. "Article VII, Incorporator"** is deleted in its entirety and replaced with the following **"Article VII, Indemnification"**:

**ARTICLE VII**  
**Indemnification**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and paralegals' fees, reasonably incurred by or imposed upon said director or officer in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which the director or officer may be a party or in which the director or officer may become involved by reason of being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not the director or officer is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to not exclusive of all other rights to which such director or officer may be entitled.

Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that the director or officer is not to be indemnified by the Association as authorized by these Articles of Incorporation.

The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against the director or officer and incurred by said director or officer in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify the director or officer against such liability under the provisions of these Articles.

**AMENDMENT 8. "Article XIII, Officers"** is deleted in its entirety and replaced with the following **"Article XIII, Amendments"**:

### **ARTICLE XIII Amendments**

Amendments to these Articles of Incorporation shall be proposed and adopted in the manner provided in the Amended and Restated Bylaws of Glendevon Association, Inc. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. No amendment shall be inconsistent with the requirements of any governmental body having jurisdiction, and any amendments which directly or indirectly impact operation and maintenance of the surfacewater management system shall require the approval of the South Florida Water Management District. A copy of each amendment shall be certified by the Secretary of State of the State of Florida.

**AMENDMENT 9. "Article IX, First Officers"** is deleted in its entirety and replaced with the following **"Article IX, Registered Agent"**:

**ARTICLE IX  
Registered Agent and Registered Office**

The registered agent and registered office of the Association shall be:  
**Gordon Gussler                      750 Courtside Drive, Naples, FL 34105**

**AMENDMENT 10. "Article X, Board of Directors"** is deleted in its entirety and replaced with the following **"Article X, Term"**:

**ARTICLE X  
Term**

The term of the Association shall be perpetual.

**AMENDMENT 11. "Article XI, Bylaws"** is deleted in its entirety.

**AMENDMENT 12. "Article XII, Indemnification"** is deleted in its entirety.

**AMENDMENT 13. "Article XIII, Amendment"** is deleted in its entirety.

**AMENDMENT 14. "Article XIV, Registered Office and Registered Agent"** is deleted in its entirety.

**AMENDMENT 15. "Article XV, Annual Meeting"** is deleted in its entirety.

**SECOND:**     The date of adoption of the amendments was February 21, 2002.

**THIRD:**     Adoption of Amendment (Check One)

  X   The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

       There are no member or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

**GLENDEVON ASSOCIATION, INC.**

Date: Aug. 14, 2002

BY: Gordon Gussler  
Gordon Gussler / President

Its President

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

*Gordon Kersh*  
Registered Agent

NAPLES/218727 v.03

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