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09 DEC 18 PM 4: 51

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
①a 12/31/09

DANIEL J. LOBECK
MARK A. HANSON*
MICHELLE A. STELLACI
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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

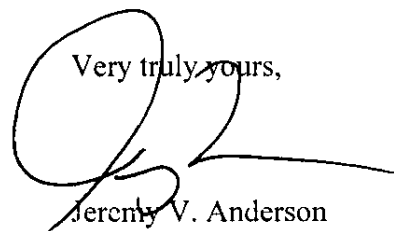
Re: Certificate of Amendment
Windward Bay, Inc.

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.

Very truly yours,



Jeremy 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.

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
09 DEC 18 PM 4:51

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.

DATED this 9 day of Dec, 2009.

Witnesses:

sign: Alvin Lemack

print: Alvin Lemack

sign: Larry B. Steagall

print: LARRY B. STEAGALL

sign: Ruth A. Mollenhoff

print: Ruth A. Mollenhoff

sign: Fred Gholson

print: FRED GHOLSON

WINDWARD BAY, INC.

By: Carolyn Gornowicz
Carolyn Gornowicz, President

Attest: Edward D. Cohen
Edward D. Cohen, Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 9 day of Dec, 2009,
by Carolyn Gornowicz, as President of Windward Bay, Inc., a Florida not for profit corporation,
on behalf of the corporation. She is personally known to me or has produced
self as identification.

NOTARY PUBLIC

sign Katherine L. Gholson
print KATHERINE L. GHOLSON
State of Florida at Large (Seal)

My Commission expires:



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 9 day of Dec, 2009,
by Edward D. Cohen as Secretary of Windward Bay, Inc., a Florida not for profit corporation, on
behalf of the corporation. He is personally known to me or has produced
self as identification.

NOTARY PUBLIC

sign Katherine L. Gholson
print KATHERINE L. GHOLSON
State of Florida at Large (Seal)

My Commission expires:

