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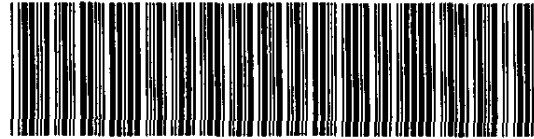
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J. TODD MURRELL
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March 28, 2018

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

**RE: Amended and Restated Articles of Incorporation
of Grosvenor of Pelican Bay Condominium Association, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation of Grosvenor of Pelican Bay Condominium Association, Inc. to be filed with your office. Please return a certified copy of the Articles to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
THE MURRELL LAW FIRM, P.A.

Teresa Murrell
For the Firm

Enclosures

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

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GROSVENOR OF PELICAN BAY CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Grosvenor of Pelican Bay Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on May 22, 1981 are hereby amended, and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as previously amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Chapter 617, Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Grosvenor of Pelican Bay Condominium Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Grosvenor of Pelican Bay Condominium Association, Inc., and its address is 6001 Pelican Bay Boulevard, Naples, Florida 34108.

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 Grosvenor, 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 earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. 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, except as expressly limited or modified by these Articles, the Declaration of Condominium, the Bylaws or Chapter 718, Florida Statutes, as they may be amended from time to time, including but not limited to the following:

(A) To make and collect Assessments and other Charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(B) To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

(C) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners,

(D) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

(E) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

(F) To approve or disapprove the leasing transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration.

(G) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property.

(H) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

(I) To employ personnel to perform the services required for proper operation of the Condominium.

(J) To make contracts and if necessary, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

(K) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if such agreements or use interests are intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.

Condominium Property. All funds and the title of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers.

ARTICLE III

MEMBERSHIP:

(A) The members of the Association shall be the record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who were members at the time of such termination and their successors in interest.

(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 the Owner's 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 the number of Directors determined by the Bylaws, but not less than five (5) Directors, and in the absence of such determination shall consist of five (5) 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 written petition, signed by at least twenty-five percent (25%) of the voting interests.

(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 required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3rds) of the voting interests present in person or by proxy and voting at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) Effective Date. An amendment shall become effective upon proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

(E) Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes (2017), 607, Florida Statutes (2017), 617, Florida Statutes (2017), or other applicable statutes or administrative regulations, as amended from time to time, are to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the Owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718 of the Florida Statutes (2017), or such other statutes or administrative regulations as required for the operation of the Association.

ARTICLE VIII

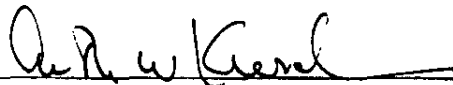
REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT: The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from to time.


CERTIFICATE

The undersigned, being the duly elected and acting President of Grosvenor of Pelican Bay Condominium Association, Inc., hereby certifies that the foregoing amendment and restatement of the Articles of Incorporation was approved and adopted by a vote of two-thirds (2/3rds) of the voting interests of the Association present (in person or by proxy) and voting at a meeting of the members held on March 21, 2018, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment.

Executed this 28 day of March, 2018.

**GROSVENOR OF PELICAN BAY
CONDOMINIUM ASSOCIATION, INC.**

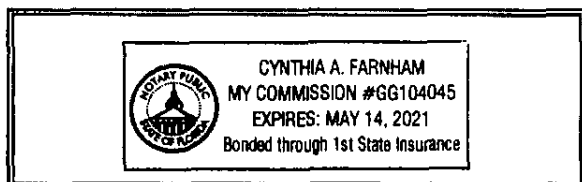

Arthur Kirsch, President
6001 Pelican Bay Blvd., #702
Naples, FL 34108

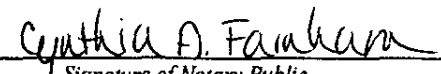
Attest: 
Kathryn Pruim, Secretary

(SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 28 day of March, 2018 by Arthur Kirsch, as President of Grosvenor of Pelican Bay Condominium Association, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

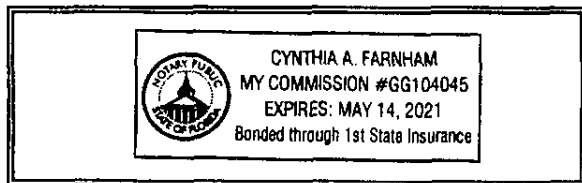



Signature of Notary Public

(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this _____ day of March, 2018 by Kathryn Pruim, as Secretary of Grosvenor of Pelican Bay Condominium Association, Inc., a Florida corporation not for profit, on behalf of the corporation. She is personally known to me or did produce _____ as identification.




Signature of Notary Public

(Print, Type or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)

ARTICLES OF INCORPORATION

EXHIBIT "DC-5"