

NO3000004118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

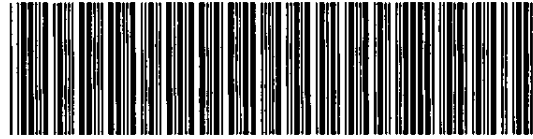
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900246532989

04/11/13--01017--003 **70.00

04/11/13--01017--004 **105.00

FILED
13 APR 15 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Moayer / 110
4-15-13

GAD Goede, Adamczyk
& DeBoest, PLLC
ATTORNEYS AND PROFESSIONAL COUNSEL

www.GAD-Law.com

A full service firm serving South Florida

Managing Partners

Mark E. Adamczyk
John C. Goede
Richard D. DeBoest, II

Steven J. Adamczyk
Todd B. Allen
Brian P. Clavette
Brian O. Cross
Cary J. Goggin

Heather D. Fitzenhagen
Jason R. Himschoot
Jessica R. Palombi
David S. Schnitzer
Diane M. Simons
S. Kyla Tan
Chene M. Thompson
Margot J. Wainger
Danielle Zemola

March 25, 2013

Via Regular US Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Pinehurst at Stratford Place Section I Residents Association, Inc.
Pinehurst at Stratford Place Section II Residents Association, Inc.
Pinehurst at Stratford Place Section III Residents Association, Inc.
Pinehurst at Stratford Place Section IV Residents Association, Inc.
(hereinafter the "merging corporations")**

**Pinehurst at Stratford Place Recreation Association, Inc.
(hereinafter the "surviving corporation")**

Gentlemen:

Please find the enclosed original Articles of Merger along with a copy of the Plan of Merger and Amended and Restated Articles of Incorporation for filing along with our firm's check in the amount of \$70.00 for the filing fee.

The surviving corporation is Pinehurst at Stratford Place Recreation Association, Inc., a Florida not for profit corporation, whose name shall be changed to Pinehurst at Stratford Place Homeowners Association, Inc. pursuant to the enclosed Amended and Restated Articles of Incorporation.

Feel free to contact me should you have any questions.

Very truly,
GOEDE, ADAMCZYK & DEBOEST, PLLC


Steve Adamczyk

cc: Property Management

mcg/p

RECEIVED
13 APR - 1 AM 9:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ATTORNEYS AND PROFESSIONAL COUNSEL

www.GAD-Law.com

A full service firm serving South Florida

Managing Partners

Mark E. Adamczyk
John C. Goede
Richard D. DeBoest, II

Steven J. Adamczyk
Todd B. Allen
Brian P. Clavelle
Brian O. Cross
Cary J. Goggin

Heather D. Fitzenhagen
Jason R. Himschoot
Jessica R. Palombi
David S. Schnitzer
Diane M. Simons
S. Kyla Tan
Chene M. Thompson
Margot J. Wuinger
Danielle Zemola

April 3, 2013

Via Regular US Mail

Division of Corporations
Attn: Silvia Gilvert
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Pinehurst at Stratford Place Section I Residents Association, Inc.
Pinehurst at Stratford Place Section II Residents Association, Inc.
Pinehurst at Stratford Place Section III Residents Association, Inc.
Pinehurst at Stratford Place Section IV Residents Association, Inc.**

**Pinehurst at Stratford Place Recreation Association, Inc. (Surviving
corporation)**

Merger

Dear Mrs. Gilvert:

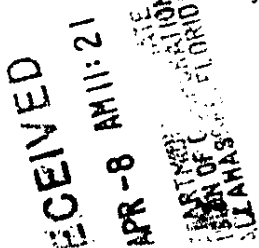
Please find enclosed our firm's check in the amount of \$105.00 representing the additional filing fees for the above referenced associations.

Feel free to contact me should you have any questions.

Very truly,



Steve Adamczyk



**ARTICLES OF MERGER
OF
PINEHURST AT STRATFORD PLACE
SECTION I RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
SECTION II RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
SECTION III RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
SECTION IV RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
RECREATION ASSOCIATION, INC.**

FILED
13 APR 15 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

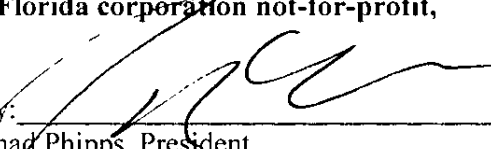
Pursuant to Florida Statutes section 617.051 through 617.1103, the undersigned corporations affirm and adopt the following:

1. The Plan of Merger of Pinehurst at Stratford Place Section I Residents' Association, Inc., a Florida not for profit corporation, Pinehurst at Stratford Place Section II Residents' Association, Inc., a Florida not for profit corporation, Pinehurst at Stratford Place Section III Residents' Association, Inc., a Florida not for profit corporation, Pinehurst at Stratford Place Section IV Residents' Association, Inc., a Florida not for profit corporation, and Pinehurst at Stratford Place Recreation Association, Inc., a Florida not for profit corporation, has been duly approved as follows:
 - (a) By unanimous approval of the Board of Directors of Pinehurst at Stratford Place Section I Residents' Association, Inc. at a meeting held on January 28, 2013, and by the necessary voting interests of the membership of Pinehurst at Stratford Place Section I Residents' Association, Inc. at a duly noticed membership meeting on the 19th day of March, 2013.
 - (b) By unanimous approval of the Board of Directors of Pinehurst at Stratford Place Section II Residents' Association, Inc. at a meeting held on January 25, 2013, and by the necessary voting interests of the membership of Pinehurst at Stratford Place Section II Residents' Association, Inc. at a duly notice membership meeting on the 19th day of March, 2013.

- (c) By unanimous approval of the Board of Directors of Pinehurst at Stratford Place Section III Residents' Association, Inc. at a meeting held on January 23, 2013, and by the necessary voting interests of the membership of Pinehurst at Stratford Place Section III Residents' Association, Inc. at a duly noticed membership meeting on the 19th day of March, 2013.
 - (d) By unanimous approval of the Board of Directors of Pinehurst at Stratford Place Section IV Residents' Association, Inc. at a meeting held on January 29, 2013, and by the necessary voting interests of the membership of Pinehurst at Stratford Place Section IV Residents' Association, Inc. at a duly noticed membership meeting on the 19th day of March, 2013.
 - (e) By unanimous approval of the Board of Directors of Pinehurst at Stratford Place Recreation Association, Inc. at a meeting held on January 23, 2013, and by the necessary voting interests of the membership of Pinehurst at Stratford Place Recreation Association, Inc. at a duly noticed membership meeting on the 21st day of February, 2013.
- 2. The surviving corporation shall be Pinehurst at Stratford Place Recreation Association, Inc., a Florida not for profit corporation, the name of which shall be amended to Pinehurst at Stratford Place Homeowners Association, Inc.
 - 3. The merging corporations shall be Pinehurst at Stratford Place Section I Residents' Association, Inc., Pinehurst at Stratford Place Section II Residents' Association, Inc., Pinehurst at Stratford Place Section III Residents' Association, Inc., and Pinehurst at Stratford Place Section IV Residents' Association, Inc., all Florida not for profit corporations.
 - 4. The Plan of Merger adopted by the surviving corporation and merging corporations is attached hereto as Exhibit "A" and incorporated by reference.
 - 5. The Articles of Incorporation of the surviving corporation are the Amended and Restated Articles of Incorporation attached hereto as Exhibit "B", and shall be the Articles of Incorporation of the surviving corporation.
 - 6. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

**PINEHURST AT STRATFORD PLACE SECTION
I RESIDENTS' ASSOCIATION, INC.**
a Florida corporation not-for-profit,

By: 
Chad Phipps, President

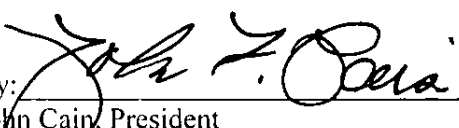
Dated this 23rd day of March, 2013

**PINEHURST AT STRATFORD PLACE
SECTION II RESIDENTS' ASSOCIATION, INC.**
a Florida corporation not-for-profit,

By: 
Bob Bobowski, President

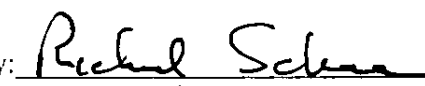
Dated this 23rd day of March, 2013

**PINEHURST AT STRATFORD PLACE SECTION
III RESIDENTS' ASSOCIATION, INC.**
a Florida corporation not-for-profit,

By: 
John Cairn, President

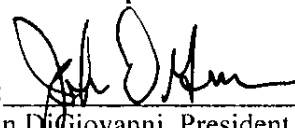
Dated this 23rd day of March, 2013

**PINEHURST AT STRATFORD PLACE
SECTION IV RESIDENTS' ASSOCIATION, INC.**
a Florida corporation not-for-profit,

By: 
Dick Schaa, President

Dated this 23rd day of March, 2013

**PINEHURST AT STRATFORD PLACE
RECREATION ASSOCIATION, INC.**
Now Known As
**PINEHURST AT STRATFORD PLACE
HOMEOWNERS ASSOCIATION, INC.,**
a Florida corporation not-for-profit,

By: 
John DiGiovanni, President

Dated this 23rd day of March, 2013

PLAN OF MERGER

**PINEHURST AT STRATFORD PLACE
SECTION I RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
SECTION II RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
SECTION III RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
SECTION IV RESIDENTS' ASSOCIATION, INC.**

**PINEHURST AT STRATFORD PLACE
RECREATION ASSOCIATION, INC.**

WHEREAS, Pinehurst at Stratford Place Section I Residents' Association, Inc., a Florida corporation not-for-profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Pinehurst at Stratford Place Section I, as more particularly described in the Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section I, recorded at Official Records Book 3490, Page 0262, et seq., of the Public Records of Collier County, Florida;

WHEREAS, Pinehurst at Stratford Place Section II Residents' Association, Inc., a Florida corporation not-for-profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Pinehurst at Stratford Place Section II, as more particularly described in the Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section II, recorded at Official Records Book 3689, Page 1856, et seq., of the Public Records of Collier County, Florida;

WHEREAS, Pinehurst at Stratford Place Section III Residents' Association, Inc., a Florida corporation not-for-profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Pinehurst at Stratford Place Section III, as more particularly described in the Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section III, recorded at Official Records Book 3746, Page 0859, et seq., of the Public Records of Collier County, Florida;

WHEREAS, Pinehurst at Stratford Place Section IV Residents' Association, Inc., a Florida corporation not-for-profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Pinehurst at Stratford Place Section IV, as more particularly described in the Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section IV, recorded at Official Records Book 3825, Page 0282, et seq., of the Public Records of Collier County, Florida;

WHEREAS, Pinehurst at Stratford Place Recreation Association, Inc., a Florida corporation not-for-profit, is the corporate entity responsible for the operation, management and maintenance of certain recreational and other common facilities and landscaped areas serving the Pinehurst at Stratford Place, as more particularly described in the Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place, recorded at Official Records Book 3490, Page 0209, et seq., of the Public Records of Collier County, Florida; and

WHEREAS, the Boards of Directors of the above-named corporations have met and determined that simplicity and economy of operation of the sections and the community will be enhanced by the merger of the aforementioned corporations into a single operating entity.

THEREFORE BE IT RESOLVED that pursuant to Florida Statutes sections 617.1101 through 617.1103, the following plan of merger is hereby adopted.

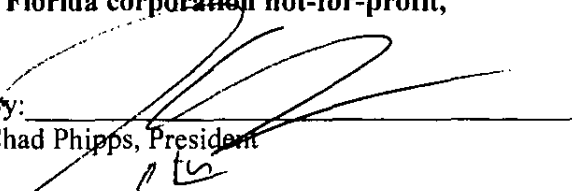
1. The MERGING corporations shall be:
 - a. Pinehurst at Stratford Place Section I Residents' Association, Inc., a Florida not for profit corporation;
 - b. Pinehurst at Stratford Place Section II Residents' Association, Inc., a Florida not for profit corporation;
 - c. Pinehurst at Stratford Place Section III Residents' Association, Inc., a Florida not for profit corporation; and
 - d. Pinehurst at Stratford Place Section IV Residents' Association, Inc., a Florida not for profit corporation

The SURVIVING corporation shall be Pinehurst at Stratford Place Recreation Association, Inc., a Florida not for profit corporation.

2. Subsequent to the merger, Pinehurst at Stratford Place Section I Residents' Association, Inc., Pinehurst at Stratford Place Section II Residents' Association, Inc., Pinehurst at Stratford Place Section III Residents' Association, Inc., and Pinehurst at Stratford Place Section IV Residents' Association, Inc. shall be subject to the Articles of Incorporation and By-Laws of Pinehurst at Stratford Place Recreation Association, Inc., as amended.
3. Pinehurst at Stratford Place Recreation Association, Inc. shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Pinehurst at Stratford Place Section I Residents' Association, Inc., Pinehurst at Stratford Place Section II Residents' Association, Inc., Pinehurst at Stratford Place Section III Residents' Association, Inc., and Pinehurst at Stratford Place Section IV Residents' Association, Inc.
4. The adoption of this plan of merger shall not be construed as a consolidation of the communities operated by the merging corporations;

5. This Plan of Merger shall become effective upon the approval of the Boards of Directors and membership of each merging corporation, pursuant to Florida Statutes section 617.1103, the adoption of the necessary amendments to the governing documents and the filing of the Articles of Merger with the Florida Department of State pursuant to Florida Statutes section 617.1105.

PINEHURST AT STRATFORD PLACE SECTION I RESIDENTS' ASSOCIATION, INC.
a Florida corporation not-for-profit,

By: 
Chad Phipps, President

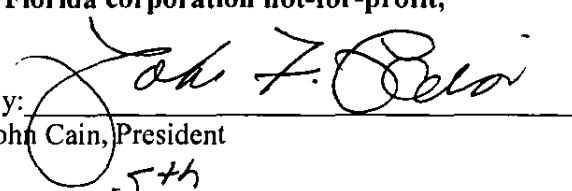
Dated this 5th day of February, 2013

PINEHURST AT STRATFORD PLACE SECTION II RESIDENTS' ASSOCIATION, INC.
a Florida corporation not-for-profit,

By: 
Bob Bobowski, President

Dated this 5th day of February, 2013

PINEHURST AT STRATFORD PLACE SECTION III RESIDENTS' ASSOCIATION, INC.
a Florida corporation not-for-profit,

By: 
John Cain, President

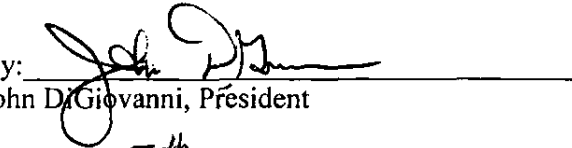
Dated this 5th day of February, 2013

PINEHURST AT STRATFORD PLACE SECTION IV RESIDENTS' ASSOCIATION, INC.
a Florida corporation not-for-profit,

By: 
Dick Schaa, President

Dated this 5th day of February, 2013

PINEHURST AT STRATFORD PLACE RECREATION ASSOCIATION, INC.
a Florida corporation not-for-profit,

By: 
John DiGiovanni, President

Dated this 5th day of February, 2013

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PINEHURST AT STRATFORD PLACE HOMEOWNERS ASSOCIATION, INC.

f/k/a
PINEHURST AT STRATFORD PLACE RECREATION ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Pinehurst at Stratford Place Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the name of Pinehurst at Stratford Place Recreation Association, Inc. on May 15, 2003, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Pinehurst at Stratford Place Homeowners Association, Inc., shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation is Pinehurst at Stratford Place Homeowners Association, Inc., sometimes hereinafter referred to as the "Association". The corporation was formally known as Pinehurst at Stratford Place Recreation Association, Inc., a Florida not for profit corporation, and these amended and restated Articles are filed in connection with the corporate merger of the Association as the surviving corporation, and Pinehurst at Stratford Place Section I Residents Association, Inc.; Pinehurst at Stratford Place Section II Residents Association, Inc.; Pinehurst at Stratford Place Section III Residents Association, Inc.; and Pinehurst at Stratford Place Section IV Residents Association, Inc. as the merging corporations.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall be at c/o Directors Choice, LLC, 3784 Progress Avenue, Suite 7, Naples, Florida 34104.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of establishing a corporate residential community homeowners' association which, subject to the following covenants and shall have the powers conferred therein:

1. Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section I, recorded at Official Records Book 3490, Page 0262, et seq., of the Public Records of Collier County, Florida
2. Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section II, recorded at Official Records Book 3689, Page 1856, et seq., of the Public Records of Collier County, Florida
3. Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section III, recorded at Official Records Book 3746, Page 0859, et seq., of the Public Records of Collier County, Florida
4. Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place Section IV, recorded at Official Records Book 3825, Page 0282, et seq., of the Public Records of Collier County, Florida
5. Declaration of Covenants, Conditions and Restrictions for Pinehurst at Stratford Place, recorded at Official Records Book 3490, Page 0209, et seq., of the Public Records of Collier County, Florida

The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

- (A) to fix, levy, collect and enforce payment by any lawful means all charges, assessments, or liens pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes or governmental charges levied or imposed against the property or the corporation;
- (B) to make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;
- (C) to sue and be sued, and to enforce the provisions of the Declaration, the Articles,

the Bylaws and the reasonable rules of the Association;

(D) to contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;

(F) to dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless first approved by two-thirds (2/3rds) of the voting interests, present and voting, in person or by proxy at a duly called meeting of the membership.

(G) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred if first approved by Board;

(H) to maintain, repair, replace and provide insurance for the Common Areas;

(I) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(J) to grant, modify or move easements.

(K) to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Association.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.
- (B) Vote Required: Except as otherwise required by Florida law or as provided elsewhere in these Articles, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least two-thirds (2/3) of the entire voting interests of the Association voting in person or by proxy at a duly called meeting of the members of the Association.
- (C) Effective Date: An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) 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 by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INDEMNIFICATION.

(A) Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article IX.

(D) Miscellaneous. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.