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SAMOUCÉ & GAL, P.A.

ATTORNEYS AT LAW

www.SandGLawFirm.com

ROBERT C. SAMOUCÉ

ALFRED F. GAL, JR.

STEPHEN E. SAMOUCÉ

RobSamouce@SandGLawFirm.com

AlfredGal@SandGLawFirm.com

StephenSamouce@SandGLawFirm.com

April 12, 2018

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

**Re: Articles of Merger & Name Change
Coventry at Stratford Place Section I CAI
Coventry at Stratford Place Section II CAI
Coventry at Stratford Place Section III CAI
Coventry at Stratford Place Section IV CAI merged into
Surviving Corporation, Coventry at Stratford Place Recreation Assn, Inc.
Changed name to Coventry at Stratford Place CAI**

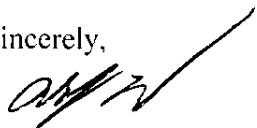
Sir/Madam:

Enclosed please find the original Articles of Merger which has attached to it as exhibits the original Plan of Merger and Amended and Restated Articles of Incorporation of Coventry at Stratford Place Condominium Association, Inc. to be filed with your office. Please return all correspondence concerning this matter to:

Alfred F. Gal, Jr.
Samouce & Gal, PA
5405 Park Central Ct.
Naples, FL 34109

Also enclosed is a check in the amount of \$245.00 for filing fees of which \$210.00 is for the merging of 5 corporation and \$35.00 for the name change. Thank you for your assistance.

Sincerely,



Alfred F. Gal, Jr.

Enclosures

ARTICLES OF MERGER

FILED

Article 1. The undersigned corporations, all validly and legally formed and in good standing as 26
Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as
Exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1105 Florida
Statutes.

Article 2. Under the Plan of Merger, the surviving corporation will be Coventry at Stratford Place
Recreation Association, Inc., a Florida corporation not for profit.

Article 3. The Plan of Merger shall become effective as and when provided therein.

Article 4. At the same time, the Articles of Incorporation of the Surviving Corporation are amended
and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and
Restated Articles of Incorporation are attached hereto as Exhibit "B".

Article 5. The name of the Surviving Corporation is changed to Coventry at Stratford Place
Condominium Association, Inc., a Florida corporation not for profit.

Article 6. The undersigned certifies that these Articles of Merger, and the Exhibits hereto, were
adopted and approved by at least a majority of the members of each corporation entitled to vote with
respect thereto at a meeting of the members of each corporation on February 13, 2018 (Section I),
February 20, 2018 (Section II), February 27, 2018 (Section III), January 30, 2018 (Section IV) and
February 22, 2018 (Recreation Board), which was sufficient for approval.

3/8/18
Date

COVENTRY AT STRATFORD PLACE
RECREATION ASSOCIATION, INC.

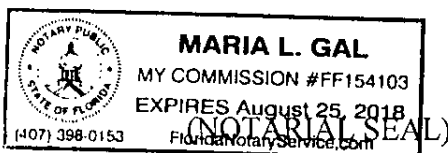
By Thomas Richards, President

Attest: [Signature]
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

This instrument was executed before me this 8th day of March, 2018, by
Thomas Richards, as President of COVENTRY AT STRATFORD PLACE RECREATION
ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is
personally known to me or did produce FL Drivers License as identification.



[Signature]
Signature of Notary
Maria L. Gal
Print name of Notary

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

3-8-18

Date

**COVENTRY AT STRATFORD PLACE SECTION I
CONDOMINIUM ASSOCIATION, INC.,** a Florida
corporation not for profit

By: _____

President

Attest:

Secretary

(CORPORATE SEAL)

STATE OF Florida

COUNTY OF Collier

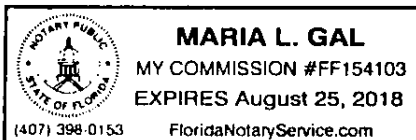
The foregoing instrument was executed before me this 8th day of March, 2018, by _____
Under Schwartz, as President of COVENTRY AT STRATFORD PLACE SECTION I
CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. She
is personally known to me or did produce ~~Florida license~~ as identification.

Notary Public Signature

(NOTARIAL SEAL)

Maria L. Gal

Print name



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

Date

COVENTRY AT STRATFORD PLACE SECTION I
CONDOMINIUM ASSOCIATION, INC., a Florida
corporation not for profit

By: _____
President

Attest:

Satur

(CORPORATE SEAL)

Secretary

STATE OF _____
COUNTY OF _____

The foregoing instrument was executed before me this _____ day of _____, 20____, by _____, as President of COVENTRY AT STRATFORD PLACE SECTION I CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

Notary Public Signature

(NOTARIAL SEAL)

Print name

ARTICLES OF MERGER

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

**COVENTRY AT STRATFORD PLACE
SECTION II CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit**

3/8/2018
Date

By: Theresa M. Grey
Acting President

Attest:

Theresa M. Grey
Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 8th day of March, 2018, by Theresa Grey, as President of COVENTRY AT STRATFORD PLACE SECTION II CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce FL Driver license identification.

(NOTARIAL SEAL)

Maria L. Gal
Notary Public

Maria L. Gal

Please Print Name



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

**COVENTRY AT STRATFORD PLACE
SECTION III CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit**

3/8/18
Date

By: Daniel A. R. J.
President

Attest:

Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 8th day of March, 2018, by Daniel Rondeau, as President of COVENTRY AT STRATFORD PLACE SECTION III CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce FL Driver license identification.

(NOTARIAL SEAL)

Maria L. Gal
Notary Public
Please Print Name



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

**COVENTRY AT STRATFORD PLACE
SECTION IV CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit**

03/08/2018
Date

By: Robert A. Selva
President

Attest:

Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 8th day of March, 2018, by Robert Selva, as President of COVENTRY AT STRATFORD PLACE SECTION IV CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce Driver License identification.

(NOTARIAL SEAL)

Maria L. Gal
Notary Public
Please Print Name



For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

**COVENTRY AT STRATFORD PLACE
SECTION IV CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit**

Date

By: _____
President

Attest:

Virginia D. Mathis

Secretary Virginia S. Mathis

(CORPORATE SEAL)

STATE OF _____
COUNTY OF _____

The foregoing instrument was executed before me this _____ day of _____, 20____, by _____, as President of COVENTRY AT STRATFORD PLACE SECTION IV 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.

(NOTARIAL SEAL)

Notary Public

Please Print Name

PLAN OF MERGER

This Plan of Merger is by and between COVENTRY AT STRATFORD PLACE RECREATION ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on October 28, 2003, hereinafter called the "Surviving Corporation," and the following corporations, which are hereinafter referred to as the "Dissolving Corporations."

COVENTRY AT STRATFORD PLACE SECTION I CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on October 28, 2003.

COVENTRY AT STRATFORD PLACE SECTION II CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on October 28, 2003.

COVENTRY AT STRATFORD PLACE SECTION III CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on October 28, 2003.

COVENTRY AT STRATFORD PLACE SECTION IV CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, incorporated under the same name on April 1, 2005.

The Surviving Corporation and the Dissolving Corporations are sometimes referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations are all Florida corporations not for profit, organized on a non-stock basis, and all are in good standing.

2. The Constituent Corporations are, as follows:

Coventry at Stratford Place Recreation Association, Inc., created by the Declaration of Covenants, Conditions and Restrictions for Coventry at Stratford Place, recorded May 7, 2004, in O.R. Book 3558 at Pages 2387 *et seq.*, Public Records of Collier County, Florida, which is responsible for the maintenance, operation and management of certain common facilities and common areas serving the Dissolving Corporations.

Coventry at Stratford Place Section I Condominium Association, Inc., containing 50 units, created by the Declaration of Condominium for Coventry at Stratford Place Section I, a Condominium, recorded May 7, 2004, in O.R. Book 3559 at Pages 0965 *et seq.*, Public Records of Collier County, Florida.

Coventry at Stratford Place Section II Condominium Association, Inc., containing 56 units, created by the Declaration of Condominium for Coventry at Stratford Place Section II, a Condominium, recorded September 22, 2004, in O.R. Book 3646 at Pages 3745 *et seq.*, Public Records of Collier County, Florida.

Coventry at Stratford Place Section III Condominium Association, Inc., containing 56 units, created by the Declaration of Condominium for Coventry at Stratford Place Section III, a Condominium, recorded December 6, 2004, in O.R. Book 3690 at Pages 1203 *et seq.*, Public Records of Collier County, Florida.

Coventry at Stratford Place Section IV Condominium Association, Inc., containing 56 units, created by the Declaration of Condominium for Coventry at Stratford Place Section IV, a Condominium, recorded April 6, 2005, in O.R. Book 3768 at Pages 2213 *et seq.*, Public Records of Collier County, Florida.

The Dissolving Corporations, respectively, are the four (4) condominium associations which operate Coventry at Stratford Place Section I, a Condominium; Coventry at Stratford Place Section II, a Condominium; Coventry at Stratford Place Section III, a Condominium; and, Coventry at Stratford Place Section IV, a Condominium. The condominiums themselves are not being merged.

3. The Surviving Corporation shall become the condominium association that operates all of the above-referenced condominiums, and its name shall be changed to “**Coventry at Stratford Place Condominium Association, Inc.**”

4. Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall be at the following address: c/o Resort Management, 2685 Horseshoe Drive S., #215, Naples, Florida 34101.

5. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit “B”.

6. Changes in Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws as recorded in the Public Records of Collier County.

7. Change of Name. The name of the Surviving Corporation shall be changed to “**Coventry at Stratford Place Condominium Association, Inc.**”

8. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall be those Directors and Officers elected at the meeting of the Surviving Corporation held after the meetings of the Constituent Corporations held to approve and ratify the merger. The directors and officers of the Surviving Corporation shall serve until their successors have been duly elected or appointed.

9. Ratification by Members. This Plan of Merger has been ratified and approved by the members of each of the Constituent Corporations as required by law. Execution of the Articles of Merger and this Plan of Merger by officers of each Constituent Corporation constitutes a representation and certification that such ratification and approval has been obtained.

10. **Effective Date of Merger.** This merger shall become effective on the date the Articles of Merger are filed in the offices of the Secretary of State.

11. **Effect of Merger.** When the merger becomes effective, the separate existence of the Dissolving Corporations automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property, causes of action, and interests of any kind whatsoever of the Dissolving Corporations, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporations thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

12. **Execution.** The Articles of Merger and this Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute a part of the original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused these present to be signed by their respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

3/8/18
Date

COVENTRY AT STRATFORD PLACE
RECREATION ASSOCIATION, INC.

By: [Signature]
Thomas Richards, President

Attest:

[Signature]
Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

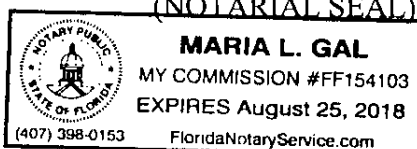
This instrument was executed before me this 8th day of March, 2018, by Thomas Richards, as President of COVENTRY AT STRATFORD PLACE RECREATION ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce Florida Driver License as identification.

[Signature]

Signature of Notary
Maria L. Gal

Print name of Notary

(NOTARIAL SEAL)



PLAN OF MERGER

Page 3 of 7

EXHIBIT "A"

3-8-18

Date

COVENTRY AT STRATFORD PLACE SECTION I
CONDOMINIUM ASSOCIATION, INC., a Florida
corporation not for profit

By: [Signature]

President

Attest:

Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

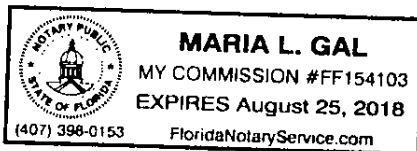
The foregoing instrument was executed before me this 8th day of March, 2018, by Linda Schwarte, as President of COVENTRY AT STRATFORD PLACE SECTION I
CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. She
is personally known to me or did produce FL driver license identification.

[Signature]
Notary Public Signature

(NOTARIAL SEAL)

Maria L. Gal

Print name



Date

**COVENTRY AT STRATFORD PLACE SECTION I
CONDOMINIUM ASSOCIATION, INC.,** a Florida
corporation not for profit

By: _____
President

Attest:
Sat

Secretary

(CORPORATE SEAL)

STATE OF _____
COUNTY OF _____

The foregoing instrument was executed before me this _____ day of _____, 20__, by _____, as President of COVENTRY AT STRATFORD PLACE SECTION I CONDOMINIUM ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

Notary Public Signature

(NOTARIAL SEAL)

Print name

COVENTRY AT STRATFORD PLACE
SECTION II CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit

3/8/2018
Date

By: Theresa M. Grey
Acting - President

Attest:
Theresa M. Grey
Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 8th day of March, 2018, by Theresa Grey, as President of COVENTRY AT STRATFORD PLACE SECTION II CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. ~~He~~ She is personally known to me or did produce Florida Driver License as identification.

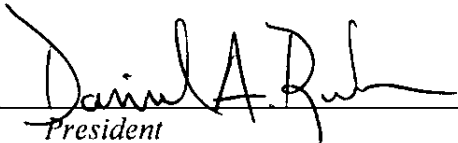
Maria L. Gal
Notary Public
Maria L. Gal
Please Print Name

(NOTARIAL SEAL)



COVENTRY AT STRATFORD PLACE
SECTION III CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit

3/8/18
Date

By: 
President

Attest:


Secretary

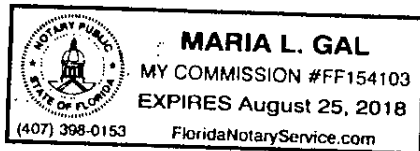
(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 8th day of March, 2018, by Daniel Ruhl, as President of COVENTRY AT STRATFORD PLACE SECTION III CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce FL Driver license identification.

(NOTARIAL SEAL)


Notary Public
Maria L. Gal
Please Print Name



COVENTRY AT STRATFORD PLACE
SECTION IV CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit

03/08/2018
Date

By: Robert A. Selso
President

Attest:

Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was executed before me this 8th day of March, 2018, by Robert Selso, as President of COVENTRY AT STRATFORD PLACE SECTION IV CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce IL Driver License as identification.

(NOTARIAL SEAL)



Maria L. Gal
Notary Public
Please Print Name

**COVENTRY AT STRATFORD PLACE
SECTION IV CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not for profit**

Date

By: _____
President

Attest:

Virginia S. Mathis

Secretary VIRGINIA S. MATHIS

(CORPORATE SEAL)

STATE OF _____
COUNTY OF _____

The foregoing instrument was executed before me this _____ day of _____, 20____, by _____, as President of COVENTRY AT STRATFORD PLACE SECTION IV 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.

(NOTARIAL SEAL)

Notary Public

Please Print Name

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COVENTRY AT STRATFORD PLACE
CONDOMINIUM ASSOCIATION, INC.
F/K/A**

Coventry at Stratford Place Recreation Association, Inc.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Coventry at Stratford Place Recreation Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on October 28, 2003, are hereby amended and restated in their entirety, and the name of the corporation is changed. All amendments included herein have been adopted pursuant to Section 617.1002(4), 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 and the omission of matters of historical interest. The name of the corporation is now changed, and shall hereafter be "**Coventry at Stratford Place Condominium Association, Inc.**" The Amended and Restated Articles of Incorporation of Coventry at Stratford Place Condominium Association, Inc., shall be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Coventry at Stratford Place Condominium Association, Inc., and its address is c/o Resort Management, 2685 Horseshoe Drive, S., Suite 215, Naples, Florida 34101.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of a residential community which includes property submitted to the condominium form of ownership, 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 income of the Association shall be distributed or inure to the private benefit of any Unit Owner, Director or officer. For the accomplishment of its purposes, the Association has 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 Declarations of Condominium for the various condominiums operated by the Association, the Bylaws of the Association, or the Florida Condominium Act. The

Association also has all of the powers and duties reasonably necessary to operate the condominiums pursuant to said Declarations as they may hereafter be amended, including but not limited to the following:

(A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the condominium property.

(C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the condominium property.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.

(F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.

(G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.

(H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

(I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

(J) 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.

(K) To borrow money if necessary to perform its other functions hereunder.

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 of Condominium, these Articles of Incorporation and the Bylaws.

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 his 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 no more than seven (7), 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 one-fourth (1/4th) 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 for Adoption. Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by the vote of at least two-thirds (2/3) of the voting interests of the Association, present in person or by proxy, at any annual or special meeting called for the purpose, or by approval in writing signed by a majority of the voting interests of the Association without a meeting. Notice of any proposed amendment must be given as required by law.

(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.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, officer or volunteer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.

(B) Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the person seeking indemnification derived an improper personal benefit.

(D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled including rights under an Association Directors' and Officers' liability insurance policy, if any.