

N08716

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BASIC AMENDMENT

GULF HARBOUR YACHT AND COUNTRY CLUB PROPERTY OWNERS'

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 25, 2003

GULF HARBOUR YACHT AND COUNTRY CLUB PROPERTY OWNERS' AS
15000 MCGREGOR BLVD.
FORT MYERS, FL 33908

SUBJECT: GULF HARBOUR YACHT AND COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION,
INC.
REF: N08716

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
GULF HARBOUR YACHT AND COUNTRY CLUB
PROPERTY OWNERS' ASSOCIATION, INC.

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03 JUL 25 PM 4:29
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TALLAHASSEE, FLORIDA

GULF HARBOUR YACHT AND COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation organized under the laws of the State of Florida and having Charter Number N08716 ("Corporation") established as the master association in the River's Edge Master Covenants recorded in Official Records Book 1783, Page 3511, Public Records of Lee County, Florida, as amended ("Master Covenants"), under its corporate seal and through the signature of its President and Secretary, hereby certifies that the Board of Directors of the Corporation approved the following resolutions amending the Articles of Incorporation, all pursuant to and in accordance with the procedure for amending said Articles of Incorporation as set forth in Article X of the Articles of Incorporation.

RESOLVED, that Article IV of the Articles of Incorporation shall be rescinded in its entirety, and in lieu thereof the following Article IV is hereby adopted, approved and ratified:

IV. The members of this Association shall consist of all owners of units, lots, or parcels included within the "assessable property" (as such term is defined in the Master Covenants). There shall be two classes of such members: (1) Class A members shall be all owners who are required to become members of a condominium association or a homeowners association, and whose unit, lot or parcel is included within the assessable property; and (2) Class B members shall be all owners whose unit, lot or parcel is included within the assessable property and who are not required to become members of a condominium association or homeowners association. Membership shall automatically terminate upon conveyance or other divestment of title to such member's unit, lot or parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more units, lots or parcels in River's Edge so long as at least one unit, lot or parcel is owned by such member. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the unit, lot or parcel that is the basis of the membership in the Association.

RESOLVED, that Article V of the Articles of Incorporation shall be rescinded in its entirety, and in lieu thereof the following Article V is hereby adopted, approved and ratified:

V. Subject to the restrictions and limitations hereinafter set forth, each member of the Association shall have one (1) vote for each "assessment share" (as such term is defined in the Master Covenants) attributed to property owned by such member; provided, however, that in the event of multiple ownership of any property, the member-owners thereof together, and not individually, shall be entitled to said one (1) vote for each such "assessment share." For purposes of clarity, one vote is allocated to each unit and lot. Members may represent themselves at all membership meetings of the Association, and may vote directly in the matters of the Association. Except as may be otherwise provided herein or in the Master Covenants, Class A and Class B members shall vote as a combined class so that no matter shall require the separate approval of the Class A and Class B members. The vote attributable to any unit, lot or parcel owned by multiple owners may be cast by only one such owner, and such a vote shall bind all of the owners of the unit, lot, or parcel.

The Secretary of the Association shall maintain a list of the members of the Association and the number of votes to which each member is entitled as determined in the manner set forth in this Article. Whenever any person or entity becomes a member of the Association, it shall be such party's duty and obligation to so inform the Secretary in writing, giving the member's name and mailing address and the legal description of the

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member's unit, lot or parcel. Until receipt of written notification of change of ownership, the Association shall be entitled to give notices to, and accept votes from, the prior owner of such unit, lot or parcel. The Secretary may, but shall not be required to, search the Public Records of Lee County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

IN WITNESS WHEREOF, said Association has caused these Articles of Amendment to be signed in its name by its President and its corporate seal to be affixed hereunto and attested by its Secretary this _____ day of July, 2003.

GULF HARBOUR YACHT AND COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.

(Corporate Seal)

By: *Diane Karger*

President

ATTEST: *Sylvia Keith*

Secretary

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23rd day of July, 2003, by Diane Karger and Sylvia Keith, as President and Secretary, respectively, of GULF HARBOUR YACHT AND COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of said corporation. They are either personally known to me or have produced _____ as identification.

My Commission Expires:

10-16-05

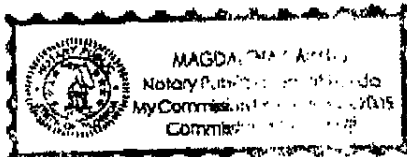
(AFFIX NOTARY SEAL)

Magdalena T. Aiello
(Signature)

Name: Magdalena T. Aiello

(Legibly Printed or Typed)

Notary Public, State of Florida

DD012328

(Commission Number, if any)

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**CONSENT AND JOINDER TO
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
GULF HARBOUR YACHT AND COUNTRY CLUB
PROPERTY OWNERS' ASSOCIATION, INC.**

In accordance with Article X of the Articles of Incorporation of Gulf Harbour Yacht And Country Club Property Owners' Association, Inc. ("Articles of Incorporation"), WCI Communities, Inc. a Delaware corporation, and successor by assignment to the rights of the developer pursuant to Paragraph 2(a) of the Master Covenants ("Developer"), hereby consents to the Articles of Amendment to the Articles of Incorporation to which this consent and joinder instrument is attached.

Dated this 21 day of July, 2003.**WITNESSES:**Name: Carleen SmithName: Joyce Van Deusen

WCI Communities, Inc., a Delaware corporation, as Developer under the Master Covenants

By: Timothy OakName: Timothy Oak

Title: Vice President

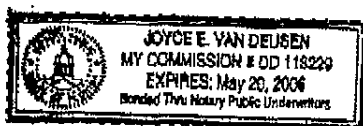
(SEAL)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21st day of July, 2003, by Timothy Oak, as Vice President of WCI COMMUNITIES, INC., a Delaware corporation, on behalf of the corporation, as Developer under the Master Covenants. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)

Name: Joyce E. Van Deusen

(Signature)

(Legibly Printed)

Notary Public, State of Florida

DD 118229

(Commission Number, if any)

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