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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD, P.A.
RICHARD S. ANNUNZIATA

January 28, 1999

Division of Corporations
Filing Department
P.O. Box 6327
Tallahassee, Florida 32314

700002760927--3
-02/01/99-01138-020
*****35.00 *****35.00

Re: The Second Amendment to Articles of Incorporation of Vines Community Association, Inc.

Dear Clerk:

Please find enclosed for filing the Second Amendment To Articles Of Incorporation Of Vines Community Association, Inc., and a check in the amount of \$35.00 to cover the fee.

Thank you for your assistance in this matter.

Sincerely,

SIESKY, PILON & WOOD



Douglas A. Wood

JAP/hno
Enclosures as stated

FILED
99 FEB - 1 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
PREF
2/5

This Instrument is Prepared By:
Douglas A. Wood, Esquire
SIESKY, PILON & WOOD
1000 Tamiami Trail North #201
Naples, Florida 34102

FILED
99 FEB - 1 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDMENT TO ARTICLES OF INCORPORATION
OF VINES COMMUNITY ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT-FOR-PROFIT

This Second Amendment to Articles of Incorporation of Vines Community Association, Inc., a Florida corporation not-for-profit, is dated this 27th day of January, 1999.

WHEREAS, pursuant to Article IX of the Articles of Incorporation, the Developer has the unrestricted right to Amend the Articles of Incorporation so long as the Developer, as successor in title to the Declarant, appoints a majority of the Directors of the Community Association;

NOW THEREFORE, the Developer hereby amends the Articles as follows:

1. Paragraph 5.02 is deleted and replaced with the following:

"5.02 The Directors of the Community Association shall be appointed or elected as provided for in the Bylaws, except that Declarant shall have the right to appoint Directors of the Community Association as follows:"

5.02.1 Declarant shall have the right to appoint all of the Directors until the last unit to be constructed on the Subject Property is conveyed, or earlier in the sole discretion of Declarant.

5.02.2 Thereafter, Members other than Declarant shall have the right to appoint or elect a majority of the Directors as provided for in the Bylaws, and Declarant shall have the right to appoint all other Directors so long as Declarant owns any property, or holds a mortgage encumbering any property other than a unit.

5.02.3 At any time after the Declarant no longer has the right to appoint one or more Directors or upon the earlier voluntary relinquishment by the Declarant of its right to appoint any or all Director(s) a special meeting of the Members may be called to elect new Directors. In the absence of such a meeting, the Directors appointed by the Declarant may continue to serve until the next annual meeting of the Members. In the event such a special

meeting is called and held, and Directors are elected or appointed at such special meeting the Members may elect to not hold the next annual meeting of the Members if such next annual meeting is less than six (6) months after the date of the special meeting. Upon such election, the next annual meeting shall not be held.

5.02.4 Except as provided above, the Directors for each Neighborhood Association shall be appointed at the annual Members' meetings. The President of each Neighborhood Association shall file with the Secretary of the Community Association at or prior to the annual meeting a certificate appointing a member for the Neighborhood Association to serve as a Director for Community Association. Should any Neighborhood Association fail to appoint a director at or prior to the annual meeting the other appointed and elected Directors may appoint a Director for that Neighborhood Association so long as the Director is an owner within said Neighborhood Association.

5.02.5 The two Directors from the Single Family Unit Owners shall be elected by the Owners of Single Family Units at the Annual Members Meeting, unless a special meeting of the Members is called in order to fill a vacancy on the Board as provided in paragraphs 5.15 and 5.16.02 below.

5.02.6 The election of the Directors by the Members of the Single Family Unit Owners shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast, each Member voting being entitled to cast his votes for each number of units for as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

Witnesses:

[Signature]

DOUGLAS A WOOD
Print Name of Witness

Holly N. Owen

Holly N. Owen
Print Name of Witness

CENDANT MOBILITY SERVICES, INC.

By: Joseph A. Heffernan

Name: JOSEPH A. HEFFERNAN

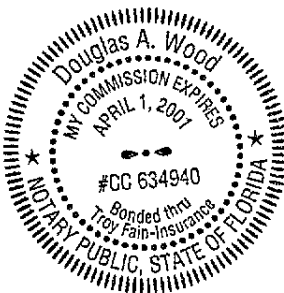
Title: AUTHORIZED SIGNATORY
SUBJECT TO POA

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on the 27 day of January, 1999 by Joseph A. Heffernan, Authorized Signatory of CENDANT MOBILITY SERVICES, INC., a Corporation, on behalf of and as the act and deed of the corporation.

[Signature]
Notary Public, State of Florida
Print or Type Name: DOUGLAS A. WOOD
My Commission Expires: 4/1/2001



JOINDER AND CONSENT

VINES COMMUNITY ASSOCIATION, INC. does hereby join in and consent to the foregoing Second Amendment to Articles of Incorporation of Vines Community Association, Inc., a Florida Corporation Not-For-Profit for The Vines Country club.

VINES COMMUNITY ASSOCIATION, INC.

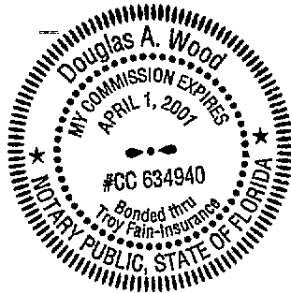
By: Joseph A. Heffernan
Joseph A. Heffernan

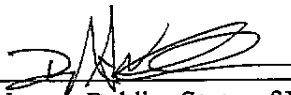
Date: January 27, 1999

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on the 27 day of January, 1999 by Joseph A. Heffernan, President of Vines Community Association, Inc., a Florida Corporation, on behalf of and as the act and deed of the corporation.




Notary Public, State of Florida
Print or Type Name: DOUGLAS A WOOD
My Commission Expires: 4/1/2001