

N26556

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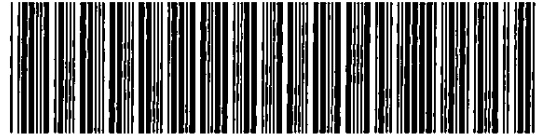
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GOODLETTE COLEMAN & JOHNSON, P.A.
ATTORNEYS AT LAW

Kevin G. Coleman
J. Dudley Goodlette
Kenneth R. Johnson
Richard D. Yovanovich
Edmond E. Koester

Northern Trust Bank Building
4001 Tamiami Trail North
Suite 300
Naples, FL 34103
239-435-3535
239-435-1218 Facsimile

Linda C. Brinkman
Stephen C. Pierce
Gregory L. Urbancic
William M. Burke
Craig D. Grider
Matthew L. Grabinski
Matthew R. Galloway
Matthew M. Jackson
Alex R. Figares
Jeffrey J. Beihoff

writer's e-mail address:
gurbancic@gcjlaw.com

June 21, 2006

Florida Department of State
Division of Corporations
Amendments Section
P.O. Box 6237
Tallahassee, FL 32314

Re: BAY COLONY COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation
Document Number: N26556

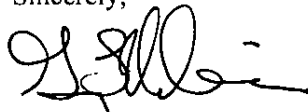
Ladies and Gentlemen:

With respect to the above-referenced matter I enclose the following:

1. Original Articles of Amendment to Articles of Incorporation; and
2. One (1) copy of the Articles of Amendment to Articles of Incorporation; and
3. A check in the amount of \$43.75 covering the filing fee and one (1) certified copy fee.

Please forward the certified copies of the Articles of Amendment to my address which is listed at the top of this letter. If you have any questions please do not hesitate to contact me.

Sincerely,



Gregory L. Urbancic
For the Firm

Enclosures

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

BAY COLONY COMMUNITY ASSOCIATION, INC.
(Florida Department of State Document Number 650259494)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, Bay Colony Community Association, Inc., a Florida not-for-profit corporation (the "Corporation") adopts the following amendments to its Articles of Incorporation, as previously amended:

RESOLVED, that Article V of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth (with underlining indicating new text and strikethrough indicating deleted text):

ARTICLE V

VOTING RIGHTS

Every Owner of a Plot within the Committed Property shall be a Member and
~~The Corporation shall have three classes of voting membership:~~

~~Class A. The Class "A" Members shall include all owners with the exception of the Class "B" Member, if any, and Class "C" Members. Class "A" Members shall be entitled to one (1) equal vote for each Plot in which they hold the interest required for membership in the Corporation; there shall be only one (1) vote per Plot.~~

In any situation when a Member is personally entitled to exercise the vote for his Plot and more than one (1) Person holds the interest in such Plot required for membership, the vote for such Plot shall be exercised as may be specified in the By-Laws.

~~Class B. The Class "B" Member shall be the Declarant. The rights of the Class "B" Member, including the right to approve or disapprove actions taken under the Declaration and By-Laws are specified throughout the Declaration and By-Laws. The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Governors during the Class "B" Control Period. The Class "B" membership shall terminate and become converted to Class "A" membership upon the earlier of:~~

~~(i) two years after expiration of the Class "B" Control Period pursuant to Article IV of the By-Laws; or~~

~~(ii) when, in its sole discretion, the Declarant so determines.~~

~~Class C. The Class "C" members shall be all owners of Hotels on the Committed Property.~~

~~Until such time as the original By-Laws are adopted as provided herein, the membership of the Corporation shall be composed solely of the Subscribers to these Articles, or their assigns, and each of such Subscribers or assigns shall be entitled to cast one vote on all matters in which the membership shall be entitled to vote.~~

FURTHER RESOLVED, that Article VII of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth (with underlining indicating new text and strikethrough indicating deleted text):

ARTICLE VII

OFFICERS

The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except that the offices of President and Secretary may not be held by the same person. Officers shall be elected for two (2) ~~one (1)~~ year terms in accordance with the procedure forth in the By-Laws.

~~The names of the Officers who are to manage the affairs of the Corporation until the first annual meeting of the Board of Governors and until their successors are duly and elected and qualified are:~~

Byron R. Koste	President
Louis H. Hoogsted	Vice President
Alice J. Carlson	Treasurer
Linda A. Lawson	Secretary

FURTHER RESOLVED, that Article X of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth (with underlining indicating new text and strikethrough indicating deleted text):

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Governors or as provided in the By-Laws, subject to the following restrictions:

1. ~~So long as there is a Class "B" membership, each amendment of these Articles must first be approved in writing by the Class "B" member.~~

~~Thereafter, each such Amendment must be approved by a majority vote of all members.~~

1. Each such amendment must be approved by a majority vote of all Members.

2. No amendment of these Articles shall be effective which impairs or dilutes any right or title of a Member vested in him under a deed or other recorded instrument applicable to the Plot in Bay Colony Pelican Bay owned by such Member unless made in accordance with provisions of such deed or instrument.

3. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

A copy of such amendment shall be certified by the Secretary of State of the State of Florida and the Secretary of the Corporation shall cause a copy certified by the Secretary of State to be recorded among the Public Records of Collier County, Florida.

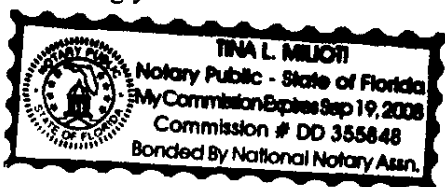
Notwithstanding the foregoing provision of this Article X, there shall be no amendment to these Articles which ~~(1)~~ shall abridge, amend or alter the rights of Declarant, ~~including the right to designate and select the Governors as provided in Article VI hereof, or the provisions of this Article X,~~ without the prior written consent therefore by Declarant.

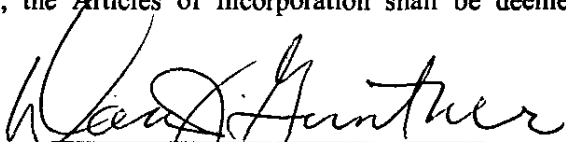
In the event of any conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

ADOPTION OF AMENDMENTS: The foregoing amendments to the Articles of Incorporation were adopted by the Members of the Corporation and the number of votes cast for the amendments were sufficient for approval. Additionally, the Board of Governors of the Corporation approved the foregoing amendments by resolution as required by the Articles of Incorporation of the Corporation.

13th **DATE OF ADOPTION:** The date of adoption of the foregoing amendments was March, 2006.

WHEREUPON, at Naples, Florida, this 13 day of March, 2006, the Corporation has caused its President to execute these Articles of Amendment to Articles of Incorporation so that on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.




Don Gunther, President