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July 2, 1997

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Monterey Master Owners' Association, Inc.

Dear Sir/Madam:

500002231585--2  
-07/07/97--01132-013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

In connection with the above referenced corporation, enclosed please find an Articles of Amendment to Articles of Incorporation, together with a check in the amount of \$35.

Upon filing, please return the filed amendments to my attention at the above listed address.

Thank you for your assistance.

Sincerely,

R. L. Stetler

Ronald L. Stetler

FILED  
97 JUL -9 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Donna gave authorization to correct incorporation date 7/14  
RLS/dmm

Joe 7/14

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of  
**MONTEREY MASTER OWNERS' ASSOCIATION, INC.**

97 FILED  
JUL -9 PH 12: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendments adopted:

See Attached.

**SECOND:** The date of adoption of the amendments was: **April 10, 1997**

**THIRD:** Adoption of Amendments

The attached amendments to the Articles of Incorporation of Monterey Master Owners' Association, Inc. were proposed by a majority of the board of directors and were submitted to a vote of the members of Monterey Master Owners' Association, Inc. upon proper notice, at a meeting called for the purposes of amending the Articles of Incorporation and a majority of the members present and voting at the meeting, voted affirmatively for the amendments, attached hereto as Exhibit "A".

Monterey Master Owners'  
Association, Inc.

  
By: President

JEFFREY L. SCOTT  
Typed or Printed Name

6-26-97  
Date

MONTEREY MASTER OWNERS' ASSOCIATION, INC.

ARTICLES OF AMENDMENT

A. Article 5 of the Restated Articles of Incorporation of Monterey Master Owners' Association, Inc. which was filed on August 9, 1988, is hereby amended in its entirety as follows:

ARTICLE 5

BOARD OF DIRECTORS

5.1 Authority. The affairs of the Master Association shall be managed by a Board of Directors ("Master Board") consisting of seven (7) persons, ~~except as provided in the next sentence. In the event that more than three (3) Neighborhoods are created pursuant to the Master Declaration, then at such time as an additional Neighborhood is entitled to elect a Neighborhood Director, the Board of Directors shall be of the number of persons which is consistent with both of the following:~~

~~—————5.1.1~~ Each Neighborhood shall be entitled to elect a Neighborhood Director subject to the conditions set out in this Article 5.

~~—————5.1.2~~ In addition, There shall be three (3) ~~a number of~~ "at large" Directors. ~~(as described below) which is the number of Neighborhood Directors plus one.~~

5.2 Qualifications. Except for those Directors appointed by Monterey, all Directors must be Members of the Master Association and residents of the Community and of the State of Florida. One Director shall be elected from each Neighborhood by

the Community Members who own Parcels in, and are residents of, the neighborhood from which the Director is elected. Directors who are elected from within a single Neighborhood are referred to as "Neighborhood Directors". A Neighborhood Director shall own a Parcel within the Neighborhood from which the Neighborhood Director is elected. In addition to the Neighborhood Directors, there shall be ~~a number of three~~ (3) Directors who are elected by vote of all of the Community members. ~~The number of "at large" directors shall be determined pursuant to Article 5.1, above.~~ Directors who are elected from the entire Community are referred to as "at large" Directors. All Directors, whether elected "at large" or from a Neighborhood, are expected to act in the best interest of the Community. As of the date of this amendment, there are ~~two~~ four neighborhoods in the Community: (a) the Villa Neighborhood, comprised of Villages of Monterey Unit Two, the Declaration for which is recorded at O.R. Book 1422, Page 1477, and First Amendment recorded in O.R. Book 1447, Page 1531, of the Public Records of Collier County, Florida; and (b) the Single Family Neighborhood, comprised of the Villages of Monterey Unit One and Villages of Monterey Unit Four, the Declaration for which is recorded at O.R. Book 1370, Page 884 and First Amendment recorded in O.R. Book 1407, Page 258, Second Amendment recorded in O.R. Book 1447, Page 1534, and Third Amendment recorded in O.R. Book 1567, Page 1302 of the Public Records of Collier County, Florida. Monterey presently intends to develop another Addition to the Single Family Neighborhood as Unit Five. Units One, and Four, and Five shall all be parts of one Neighborhood, (c) Unit III comprised of the Monterey

Single Family Villa Neighborhood Association, (d) Unit VI Monterey Villas  
Condominium Association, Inc.

5.3 Elections. Elections of "at large" Directors shall be by plurality vote from all of the Community Members. Elections of Neighborhood Directors shall be by plurality vote from the Community members who own Parcels in the Neighborhood from which the Neighborhood Director is elected. Ballots for election of Neighborhood Director shall be prepared, distributed and counted by the Master Association concurrently with the preparation, distribution and counting of "at large" Directors. Ballots for election of Neighborhood Directors shall be distributed only to Community Members who own Parcels in the Neighborhood from which the Neighborhood Director is to be elected.