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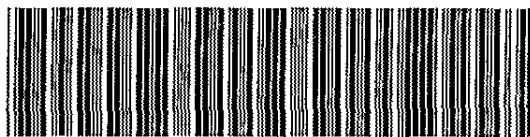
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Amendment
LFS
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SAMOUCE, MURRELL & GAL, P.A.

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March 22, 2004

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

**Re: Amendment to the Articles of Incorporation of
Marsh Landing Community Association at Estero, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced documents to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance.

Sincerely,
SAMOUCE, MURRELL & GAL, P.A.

A handwritten signature in cursive script that reads "Teresa Murrell".

Teresa Murrell
For the Firm

Enclosures

**AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
MARSH LANDING COMMUNITY ASSOCIATION AT ESTERO, INC.**

The Articles of Incorporation of Marsh Landing Community Association at Estero, Inc. shall be amended as shown below:

Note: New language is underlined; language being deleted is shown in struck-through type.

1. Article VI of the Articles of Incorporation shall be amended to read as follows:

For the purposes of voting, the members of the Master Association shall include all record owners of legal title to one or more Lots and Condominium Units within the Properties. Members shall be entitled to one (1) vote for each Lot or Condominium Unit owned by such member.

~~The Association shall have the following three classes of voting membership:~~

~~(a) Class A. Class "A" Members shall consist of all Owners of Lots and Units within the Properties. Class "A" Members shall be entitled to one (1) vote for each Lot or Unit in which they hold the interest required for membership by Articles III, Section 1 of the DECLARATION (including, in the case of the Multifamily Property, those Units which have not been constructed but which may be developed under the Development Plan). When more than one person holds an interest in any Unit, all such persons shall be Members. The vote of such Unit shall be exercised as they determine, but in no event shall the vote cast with respect to any such Unit exceed the number of votes determined for that Unit in accordance with these Articles and the DECLARATION.~~

~~(b) Class B. The Class "B" Members shall consist of representatives of neighborhoods within the community. Representative members shall be members of the Board of Directors of the Neighborhood Association. Each Neighborhood Association shall designate one (1) member of their Board of Directors to serve as the Representative member of such Neighborhood Association. Each Representative Member present at a meeting shall be entitled to cast the number of votes of Class A Members who are members of the Neighborhood Association of which such Representative Member is a Director. Representative Members shall have representative voting rights as provided herein, but Representative Members shall not~~

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otherwise be, independent of any Class A interest they may have, entitled to any privileges or rights.

(c) ~~Class C. The Class "C" Members shall consist of the Developer, Rottlund Homes of Florida, Inc., a Minnesota corporation, or any assignee, successor, designee or nominee of the Developer to whom the Developer has assigned all or part of its rights. The Developer shall have the same number of votes at any meeting in which votes are to be taken as is held by all other class A Members and Class B Members plus one vote. Class C membership shall terminate and be converted on a Lot and Unit basis to Class A Members when the Developer no longer owns any property in Marsh Landing Development for sale in the ordinary course of business or on such earlier date as the Developer may elect to terminate its Class C Membership.~~

~~In the event that the development is not built to its maximum density under the Declaration (406 units), then those Neighborhoods or areas not developed to their maximum planned density shall have a reduced number of votes.~~

(d) ~~Any action which could be taken by Owners at a membership meeting may be taken without necessity of a meeting if approved in writing by Owners having the right to cast sufficient votes to approve the action if taken at a meeting.~~

2. Article VIII (a) of the Articles of Incorporation shall be amended to read as follows:

(a) **TERMS OF OFFICE.** Directors will generally serve a term as provided in the By-Laws of one (1) year each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and shall be from the same type of housing in which the vacancy occurred. However, if the vacancy is for a seat held by a director-at-large, that vacancy will be appointed by the Board without concern of the housing unit type, and the newly appointed member shall be appointed for the unexpired term of his predecessor in office, will serve until the next election of Directors.

CERTIFICATE

The undersigned, being the duly elected and acting President of Marsh Landing Community Association at Estero, Inc., hereby certifies that the foregoing were approved by the affirmative vote of members entitled to cast more than 50% of the total votes of the Association at a meeting held on February 5, 2004, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment.

Executed this 23rd day of February, 2003.

**MARSH LANDING COMMUNITY
ASSOCIATION AT ESTERO, INC.**

By: _____

Craig Engdahl, President
22849 Forest Ridge Drive
Estero, FL 33928

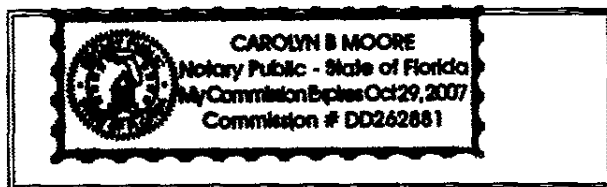
Attest:

Robert J. Aiklaio
Secretary

(SEAL)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23rd day of February, 2004, by Craig Engdahl, President of the aforementioned Corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification.



Carolyn B. Moore
Signature of Notary Public

Print, Type, or Stamp Commissioned Name of
Notary Public) (Affix Notarial Seal)

ARTICLES OF INCORPORATION