

## Chapter 1-Section 1.4

### ARTICLES OF AMENDMENT

OF

### CERTIFICATE OF INCORPORATION

OF

ROTONDA WEST WATERWAY MAINTENANCE ASSOCIATION, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation, at a meeting of the membership duly called and held the 3rd day of December, 1992, at which a quorum was present and voting throughout, a resolution was <sup>unanimously</sup> adopted, amending the Certificate of Incorporation to read as hereinafter set forth on December 3, 1992.

#### ARTICLE I

The name of the corporation, which is hereinafter referred to as the "Association" is Rotonda West Association, Inc.

#### ARTICLE II

The principal office of the Association is in Rotonda West, Charlotte County, Florida. The name of the resident agent for service of process and the address of the registered office is W. Kevin Russell, 18501 Murdock Circle, Sixth Floor, Port Charlotte, Florida 33948, who is authorized to accept service of process within this state upon the Association.

#### ARTICLE III

The purposes and objects for which the Association is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617 of the Florida Statutes, as same may from time to time be amended. As used herein, the term "corporation not for profit" means a corporation no part of the income of which is distributable to its members, directors or officers.

#### ARTICLE IV

A. Membership in this Association shall be divided into Class A membership and Class B membership. Every person or entity who is the owner of record of a fee or undivided fee interest in any Rotonda West Property subject to that certain Declaration of Restrictions recorded in Official Records Book 322, Page 443 through 445; Official Records Book 323, Page 25; Official Records Book 324, Pages 522 through 523; Official

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Records Book 326, Pages 255 through 258; Official Records Book 328, Page 490; Official Records Book 342, Page 214; Official Records Book 564, Pages 742 through 776; Official Records Book 572, Pages 1821 through 1849, Official Records Book 588, Pages 1513 through 1517 and Official Records Book 767, Pages 721 through 731, of the Public Records of Charlotte County, Florida, as same may from time to time be amended and being hereinafter cumulatively referred to as the "Declaration of Restrictions", shall automatically be and become a Class A member of the Association; provided, however, that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member. Class A membership shall be appurtenant to and may not be separated from ownership of any Rotonda West Property as described herein, and Class A membership in this Association shall cease and terminate upon the sale, transfer or disposition of the member's lot or parcel.

B. Cape Cave Corporation, a Delaware corporation, authorized to do business in the State of Florida, (hereinafter referred to as "Cape Cave"), or its successors and assigns, shall be the only Class B member of this Association, and shall not be a Class A member.

C. The Class A members shall be entitled to one (1) vote in the affairs of the Association for each full lot owned by said members. In the event a lot is owned by more than one person, firm or corporation, the membership relating thereto shall nevertheless have only one (1) vote which shall be exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned. The Class B Cape Cave Corporation member shall be entitled to a total of one (1) vote. Cape Cave Corporation shall have the right (if it so elects) to designate one (1) member of the Board of Directors of the Association so long as it remains a Class B member so long as they own lots.

D. Reference herein to the "voting membership" shall mean the members casting a vote in the affairs of the Association at the time that said vote is to be taken.

### ARTICLE V

The term for which the Association is to exist is perpetual unless the purposes for which the Association has been formed and as provided for in the Declaration of Restrictions have been fulfilled.

### ARTICLE VI

At the date of the first annual meeting of the voting membership, the number of directors of the Association shall be



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five (5), elected at said meeting. The number of directors may be changed by the Board of Directors at any annual or special meeting called for that purpose. In no event, however, shall the Board of Directors consist of less than three (3) persons nor more than nine (9) persons.

### ARTICLE VII

The officers of the Association who are accountable to the Board of Directors shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Association may also have additional assistant secretaries and assistant treasurers.

### ARTICLE VIII

The initial By-Laws of the Association are those annexed to a certain Amendment to Declaration of Restrictions made by Cape Cave and to be recorded among the Official Records of Charlotte County, Florida, which said Amendment to Declaration of Restrictions pertains to the Rotonda West Property. Such By-Laws may be altered, amended, or repealed in the manner provided for in said initial By-Laws and in conformity with the provisions of Chapter 617 of the Florida Statutes, as same may from time to time be amended.

### ARTICLE IX

Although the Association is a corporation, the Association shall never have or issue shares of stock and/or certificates of membership nor will it ever provide for non-member voting.

### ARTICLE X

These Articles of Incorporation may be altered or amended at any regular or special meeting of the voting members provided that: (1) notice of the meeting is given in the manner provided for in the By-Laws and that said notice contains a full statement of the proposed alteration or amendment; and (2) the proposed alteration or amendment is approved by the affirmative vote of two-thirds (2/3) of all members casting a vote in person or by absentee ballot.

### ARTICLE XI

The Association shall have and may exercise any and all rights, privileges and powers set forth in Chapter 617 of the Florida Statutes, together with those powers conferred by the Declaration of Restrictions and any and all By-Laws of the Association, as same may from time to time be amended. Without

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limiting the generality of the foregoing, the Association shall have the following powers:

1. To determine, levy, collect and enforce payment by any lawful means of all annual and/or special assessments fees or charges.
2. To dedicate or otherwise transfer all or any portion of the waterway system, drainage system, and the easement areas related to waterway and drainage purposes within the Rotonda West Property to any municipality, public agency, authority or utility on the approval of seventy-five percent (75%) of the voting membership.

### ARTICLE XII

This Association shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

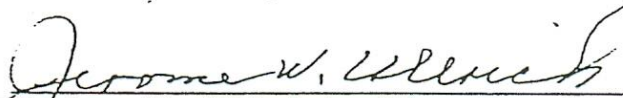
WE, THE UNDERSIGNED, being the current officers of the Corporation, for the purpose of amending the Certificate of Incorporation of Rotonda West Association, Inc., do hereby subscribe to these Articles of Amendment, and have hereunto set our hands and seals this 10 day of December, 1992.



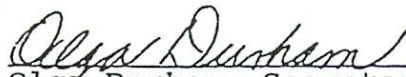
Fred D. Warner, President



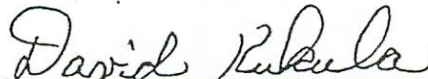
Cleon F. Kern, Vice President



Jerome W. Ullrich, Vice President



Olga Durham, Secretary



David Kukula, Treasurer

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STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me  
this 10 day of December, 1992, by Fred D. Warner,  
President; Cleon F. Kern, Vice President; Jerome W. Ullrich, Vice  
President; Olga Durham, Secretary; and David Kukula, Treasurer,  
of Rotonda West Association, Inc., a Florida corporation, on  
behalf of the corporation. They are personally known to me or  
they have produced XXXXXXXXXXXXXXXXXXXX

                     as identification and they did not take an oath.

NOTARY PUBLIC:

Denise E. Godwin  
Sign

Denise E. Godwin

Print Name

AA678174

Commission No.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: JUNE 17, 1993.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

