

Chapter 1 -Section 1.5

THIS INSTRUMENT PREPARED BY AND RETURN TO: CHAD M. MCCLENATHEN, ESQ. BECKER & POLIAKOFF, P.A. 630 S. ORANGE AVENUE SARASOTA, FL 34236



BARBARA T. SCOTT, CLERK CHARLOTTE COUNTY OR BOOK 1580 PAGE 2108 RECORDED 12/31/97 @ 06:38 AM FILE NUMBER 532915 TOTAL FEES \$10.50

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF ROTONDA WEST ASSOCIATION, INC.

The undersigned officers of Rotonda West Association, Inc., a Florida not-for-profit corporation charged with the operation of the Rotonda West community, per Amended Restatement of Restrictions for Rotonda West as recorded in O.R. Book 1412, page 1518, et seq., Public Records of Charlotte County, Florida, hereby certify that the following amendment to its Articles of Incorporation, which Articles of Incorporation are recorded in O.R. Book 1257, page 773, et seq., Public Records of Charlotte County, Florida, was approved by not less than two-thirds of the members participating at the annual membership meeting held on December 4, 1997. The amendment was otherwise proposed and adopted as required by the subdivision documentation, and applicable law.

(Additions indicated by underlining, deletions by ---, omitted, unaffected language by ...)

ARTICLE XII

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

B. Expenses. To the extent that a director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article XII(A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association

41422_1 12/8/97

RWA POLICY & PROCEDURES

as authorized in this Article XII, or as otherwise permitted by law.

OR BOOK 1580 PAGE 2109

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article XII to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

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

...

(All other Article provisions remain unchanged.)

In witness whereof, the Association has caused this instrument to be executed by its authorized officers this 23 day of December, 1997, at Charlotte County, Florida.

ROTONDA WEST ASSOCIATION, INC.

Kendall Leach
Witness Signature

KENDALL LEACH
Printed Name

Gail C. Ryan
Witness Signature

Gail C. Ryan
Printed Name

BY: Claude Coyne
Claude Coyne, President

BY: Jan E. Myers
Jan E. Myers, Secretary

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 23 day of December, 1997 by Claude Coyne, as President and Jan E. Myers, as Secretary of ROTONDA WEST ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification. If no type of identification is indicated, the above-named persons are personally known to me.

Gail C. Ryan
Notary Public
Printed Name Gail C. Ryan
State of Florida
My Commission Expires _____



41422 1
12/8/97