

CERTIFICATE OF AMENDMENT



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THE UNDERSIGNED, being the duly and acting President of Marsh Landing Community Association at Estero, Inc., a Florida corporation not for profit, hereby certifies that at a meeting of the members held on February 5, 2004, where a quorum was present, after due notice, the resolution set forth below was duly approved by the vote indicated for the purpose of amending the Declaration of Covenants, Conditions and Restrictions for Marsh Landing, and the Articles of Incorporation and the By-Laws of Marsh Landing Community Association at Estero, Inc., as originally recorded in O.R. Book 725 at Pages 664 et seq., Public Records of Lee County, Florida.

INSTR # 6174900
OR BK 04220 Pgs 0893 - 901; (9pgs)
RECORDED 03/09/2004 10:37:15 AM
CHARLIE GREEN, CLERK OF COURT
LEE COUNTY, FLORIDA
RECORDING FEE 42.00
DEPUTY CLERK D Schaefer

1. The following resolution was approved by the affirmative vote (in person or by proxy) or written consent of members representing two-thirds (2/3) or more of the total voting power of the Association authorized to vote on amendments.

RESOLVED: That the Declaration of Covenants, Conditions and Restrictions for Marsh Landing is hereby amended and the amendment is adopted in the form attached hereto and made a part hereof.

2. The following resolution was approved by members entitled to cast more than fifty percent (50%) of the votes.

RESOLVED: That the Articles of Incorporation for Marsh Landing Community Association at Estero, Inc. are hereby amended and the amendment is adopted in the form attached hereto and made a part hereof.

3. The following resolution was amended at a special meeting of members, by vote of two-thirds (2/3) of a quorum of members present in person or by proxy.

RESOLVED: That the By-Laws of Marsh Landing at Estero, Inc. are hereby amended and the amendment is adopted in the form attached hereto and made a part hereof.

Date: February 23, 2004

MARSH LANDING COMMUNITY ASSOCIATION AT ESTERO, INC.

(1) [Signature]
Witness
Print Name: Robert J. DiMaio

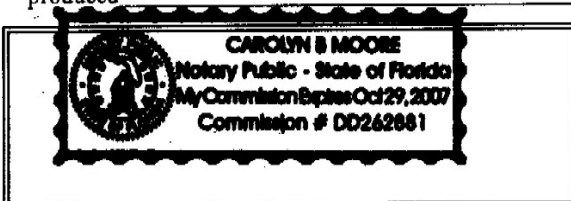
By: [Signature]
Craig Engdahl, President
22849 Forest Ridge Drive
Estero, FL 33928

(2) [Signature]
Witness
Print Name: JOHN B. BLANCHARD

(CORPORATE 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.



[Signature]
Signature of Notary Public

This instrument prepared by Robert E. Murrell, Esq., Samouce, Murrell & Gal, P.A., 800 Laurel Oak Drive, Suite 300, Naples, FL 34108.


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

CERTIFICATE

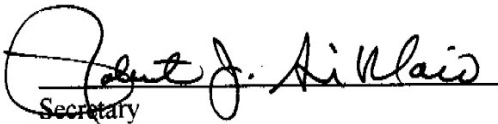
The undersigned, being the duly elected and acting President of Marsh Landing Community Association at Estero, Inc., hereby certifies that the foregoing were approved by the affirmative vote of members entitled to cast more than 50% of the total votes of the Association at a meeting held on February 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

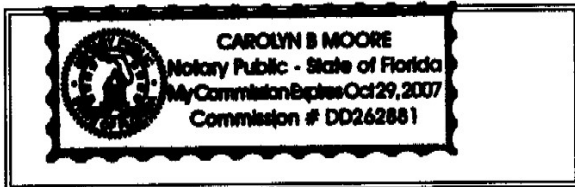
Attest:

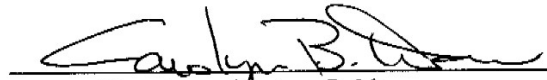

Secretary

(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.




Signature of Notary Public

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

ARTICLES OF INCORPORATION

SAMOUCÉ, MURRELL & GAL, P.A. ■ 800 Laurel Oak Drive, Suite 300 ■ Naples, Florida, 34108
Phone (239) 596-9522 ■ Fax (239) 596-9523

**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~~

~~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 Tthe newly appointed member shall be appointed for the unexpired term of his predecessor in office, will serve until the next election of Directors.

**AMENDMENTS TO THE DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS FOR MARSH LANDING
COMMUNITY ASSOCIATION AT ESTERO, INC.**

The Declaration of Covenants, Conditions and Restrictions for 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 III, Section 3. of the Declaration of Covenants, Conditions and Restrictions shall be amended to read as follows:

Section 3. Voting. For the purposes of voting, the Master Association shall ~~be deemed to have three (3) types of Memberships; i.e., Class A Memberships, which shall include all owners of Lots and Units within the Properties~~ Members shall be entitled to one (1) vote for each Lot or Condominium Unit owned by such member ~~Class B Memberships which shall be designated representatives of Neighborhoods within the community; and Class C Membership which is the Developer and its designated successors and assigns.~~

~~_____ (a) Class A Members shall be entitled to one (1) vote for each Living Unit owned by such Class A Member or Living Units assigned to the property owned by the member if not yet constructed. The Class A Member's vote shall be cast in accordance with this paragraph and specifically in accordance with Subsection (b).~~

~~_____ (b) The right to vote and the manner in which the vote is cast is subject to this subsection and the By-Laws. Representative Members shall be Members of the Board of Directors of the Neighborhood Associations. 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 otherwise be, independent of any Class A interest they may have, entitled to any privileges or rights in connection with the Master Association, the Common Areas or this Master Declaration.~~

~~_____ (c) The Class C Member shall be the Developer, or any assignee, successor, designee or nominee of the Developer, in whole or in part, to whom the Developer has assigned all or part of its rights as a Class C Member. 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 (Exhibit "A" and any additions thereto) 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 this Declaration (406 units), then those Neighborhoods or areas not developed to their maximum planned density shall have a reduced number of votes.~~

2. Article III, Section 4. of the Declaration of Covenants, Conditions and Restrictions shall be deleted in its entirety as follows:

~~Section 4. **Direct Voting.** While most votes will be held by the Representative Members (Class B) voting the shares of the represented members (Class A), the Board may require direct voting of the Class A Memberships and the vote of each Class A Member shall be reported by the Representative Member. The By-Laws shall provide for the manner of casting votes as well as the day-to-day operation of the Association.~~

3. Article III, Section 5. of the Declaration of Covenants, Conditions and Restrictions shall be renumbered as follows:

Section ~~4.~~ **5.** Election of Board of Directors. Directors of the Master Association shall be elected at the annual meeting of the Members in the manner provided in the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.

4. Article III, Section 6. of the Declaration of Covenants, Conditions and Restrictions shall be deleted in its entirety as follows:

~~Section 6. **Control of Board by Developer.** So long as there is a Class C Member, the Developer has the right to designate or elect all of the members of the Board of Directors, and the designated directors need not be members of the Master Association (Class A Members). The Developer may waive its right to designate one or more directors, all as provided in the By-Laws.~~

5. Article XIII, Section 2. of the Declaration of Covenants, Conditions and Restrictions shall be amended to read as follows:

Section 2. Amendment. ~~Subject to the provisions of Article IX, this~~ This Declaration may be amended if the proposed amendment is approved by at least two-thirds (2/3rds) of the voting interests who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose, only by the affirmative vote (in person or by proxy) or

~~written consent of members representing two third (2/3) or more of the total voting power of the Association authorized to vote on amendments, plus the consent of the Class C member and the written consent of the Land Mortgagee. Any amendment must be recorded among the Real Property Records of Lee County, Florida. No amendment may remove, revoke, or modify any right or privilege of Developer without the written consent of Developer or the assignee of such right or privilege.~~

**AMENDMENTS TO THE BY-LAWS OF
MARSH LANDING COMMUNITY ASSOCIATION AT ESTERO, INC.**

The By-Laws 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 III., Section 1 of the By-Laws shall be amended to read as follows:

SECTION 1: Annual Meetings. There shall be an annual meeting of the members in each calendar year. Annual members meetings shall be held in the first three (3) months of the year, at a convenient location in Lee County, Florida at a day, place and time as may be determined by the Board of Directors for the purpose of electing Directors and transacting any other business duly authorized to be transacted by the members. ~~The first annual meeting of members shall be held within six (6) months after ninety percent (90%) of the lots have been sold and conveyed by Declarant. Subsequent Annual meetings of members shall be held on the same day of the month of each year thereafter at the hour of seven o'clock p.m. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday.~~

2. Article III., Section 2 of the By-Laws shall be amended to read as follows:

SECTION 2: Special Meetings. Special meetings of members may be called at any time by the president or by a majority of the two (2) members of the Board of Directors, or after seventy five percent (75%) of the units have been sold and conveyed by the Developer, upon written request of ten percent (10%) of the membership members who are entitled to vote one half (1/2) of all votes of the membership.

3. Article III., Section 4 of the By-Laws shall be amended to read as follows:

SECTION 4: Quorum. The presence at the meeting, in person or by proxy, of at least thirty percent (30%) of the total voting interests ~~members entitled to cast a majority of the votes of the membership~~ shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these By-Laws. If a quorum is not present at any meeting, the members entitled to vote there at shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4. Article IV., Section 1 of the By-Laws shall be amended to read as follows:

SECTION 1: Number. The affairs of the Association shall be managed by not less than five (5) three (3) directors, one (1) each from the condominiums, villas, single family homes and two (2) at-large, all of whom who shall not be members of the Association. Condominium owners elect one (1) Director representing condominiums. Villa owners elect one (1) Director representing villas. Single Family homeowners elect one (1) Director representing single-family homes. The entire membership of the Master Association elects the two (2) Directors at-large.

5. Article IV., Section 2 of the By-Laws shall be amended to read as follows:

SECTION 2: Term of Office. At the first election of the Board after the adoption of this amendment, the candidates receiving the highest number of votes from each of the three (3) housing types shall serve two (2) year terms on the Board. The two (2) Directors at-large shall each serve a one (1) year term on the Board. After the first election, all subsequent terms shall be two (2) year terms. Directors shall serve one (1) year terms.

6. Article VI., Section 8. (a) of the Bylaws shall be amended to read as follows:

(a) President. The president shall preside at all meetings of the Board of Directors; shall sign ~~all checks~~ and promissory notes of the Association; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds, and other instruments.

7. Article VI., Section 8 (e) of the Bylaws shall be added as follows:

(e) Check signing. Parties authorized to withdraw Association funds through the signing of checks or otherwise shall be determined by the Board of Directors. The Board may designate as many of its members as it deems appropriate for check signing or other withdrawals, and may also designate third parties (such as community association managers) as authorized signatories. All checks and other orders of withdrawal shall bear at least two (2) signatures. Checks or other instruments of withdrawal from reserve funds shall require the signature of at least two (2) members of the Board.

8. Article VI., Section 8 (f) of the Bylaws shall be added as follows:

(f) Compensation of Directors. No compensation shall be paid to any member for service as a Director or Officer of the Association, but Directors and Officers shall be entitled to expenses reasonably incurred, and approved by the Board of Directors.