



INST # 5562112 OR BK 03725 PG 3964 RECORDED 09/11/2002 11:40:53 AM  
CHARLIE GREEN, CLERK OF COURT, LEE COUNTY  
DEPUTY CLERK L Wheat

# CERTIFICATE OF AMENDMENT

## ARTICLES OF INCORPORATION BY-LAWS

### MARSH LANDING VILLAS II OWNERS' ASSOCIATION, INC.

I HEREBY CERTIFY that the following amendments to the Articles of Incorporation and the amendments to the By-Laws of Marsh Landing Villas II Owners' Association, Inc. were duly adopted by the Association membership at the duly noticed special members' meeting of the Association on the 15th day of August, 2002. Said amendments were approved by a proper percentage of voting interests of the Association. The Declaration of Covenants and Restrictions is recorded at O.R. Book 3212, Pages 0660 et seq., of the Public Records of Lee County, Florida.

Additions indicated by underlining.  
Deletions indicated by ~~striking through~~.

#### Amendment No. 1: Article VIII, Articles of Incorporation

#### ARTICLE VIII DIRECTORS

The affairs of the Association will be managed by a Board of Directors ~~consisting of three (3) members, initially. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but will never be~~ of not less than three (3) Directors, who will be elected as provided in the By-Laws.

(a) TERMS OF OFFICE. Directors will generally serve a term of ~~one (1) year~~ two (2) years 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~~ appointed by the remaining Board of Directors and the newly appointed member will serve ~~until the next election of Directors for~~ the unexpired term of the seat being filled.

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**Amendment No. 2: Article IX, Articles of Incorporation**

ARTICLE IX  
OFFICERS

The Association will have a President, a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time ~~by resolution create~~ appoint. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by the Board of Directors for term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the members, but may be removed with or without cause by the Directors at any time.

~~The names of the officers who are to serve until the first election are:~~

<u>Name</u>	<u>Address</u>
<del>Billie Adeock/President</del>	<del>12701 World Plaza Lane, Bldg. 80 Fort Myers, FL 33907</del>
<del>Wayne Miller/Vice President</del>	<del>12701 World Plaza Lane, Bldg. 80 Fort Myers, FL 33907</del>
<del>Larry Shapiro Secretary/Treasurer</del>	<del>12701 World Plaza Lane, Bldg. 80 Fort Myers, FL 33907</del>

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**Amendment No. 3: Article III, Section 1, By-Laws**

ARTICLE III  
MEETINGS OF MEMBERS

~~SECTION I: Annual Meetings. 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. Annual members meetings shall be held at the hour of seven o'clock p.m., during the month of January of each year, at a convenient location in Lee County, Florida 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.~~

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**Amendment No. 4: Article III, Section 6, By-Laws (NEW)**

**ARTICLE III  
MEETINGS OF MEMBERS**

SECTION 6: Board Election Meeting Notice. The regular election shall occur on the date of the annual meeting. Not less than sixty (60) days before a scheduled election, the secretary or other authorized person shall mail or deliver the first notice of the date for the election. Any member desiring to be a candidate for the Board of Directors must give written notice to the secretary or other authorized person not less than forty (40) days before a scheduled election. A second notice of the election shall be mailed or delivered to members fourteen (14) days prior to the election and such mailing shall include a ballot listing the candidates. Upon request of a candidate, the Association shall include an information sheet which must be furnished by the candidate not less than thirty five (35) days before the election on one side of a sheet, no larger than 8 1/2 inches by 11 inches, with the cost of copy and mailing to be borne by the Association.

(a) Qualifications. Every director must be a member of the Association or a spouse of a member.

(b) Election of Directors. The election of directors shall occur at the annual meeting.

(1) The ballot prepared for the annual meeting shall list all Director candidates in alphabetical order. Ballots shall be mailed to all members with notice of the annual meeting and may be returned to the Association prior to the meeting, or cast at the meeting.

(2) Any eligible person desiring to be a candidate may submit a self nomination, in writing, not less than forty (40) days prior to the scheduled election and shall automatically be entitled to be listed on the ballot. A person desiring to run for the Board may also nominate himself or herself from the floor at the annual meeting.

(3) Directors shall be elected by a plurality of the votes cast.

(c) Tie Votes. Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.

(d) Use of Proxies and Absentee Ballots. If the Board so elects, the proxy used in connection with the annual meeting may contain provision for voting for directors for Unit Owners who do not attend the meeting in person. The Board may determine whether

proxy voting may be by general proxy, limited proxy, or a combination thereof. The Board may also authorize the use of "absentee ballots".

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**Amendment No. 5: Article IV, Section 1, By-Laws**

ARTICLE IV,  
BOARD OF DIRECTORS, TERM OF OFFICE, REMOVAL

SECTION 1: Number. The affairs of the Association shall be managed administered by not less than three (3) directors, who may must be members of the Association, or the spouse of a member. Not more than one (1) person per Unit shall serve as a director or officer at the same time.

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**Amendment No. 6: Article IV, Section 2, By-Laws**

ARTICLE IV,  
BOARD OF DIRECTORS, TERM OF OFFICE, REMOVAL

SECTION 2: Term of Office. Directors shall serve one (1) year terms. Directors shall be elected for terms of two (2) years. To provide continuity, the Directors' terms shall be staggered. At the January 2003 Annual Meeting, two (2) Directors shall be elected for two (2) year terms and the remaining Director for a one (1) year term. The two (2) candidates receiving the most votes will serve the two (2) year terms. In the event of a tie for a designated position on the Board, the tie shall be resolved by agreement of the candidates, if possible. Otherwise the winning Director shall be chosen by lot.

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**Amendment No. 7: Article V, Section 3, By-Laws (NEW)**

ARTICLE V,  
BOARD OF DIRECTORS, POWERS AND DUTIES

(Sections 1 and 2 Unchanged)

SECTION 3: Special Board Meetings. Special Meetings of the Board may be called by the President and must be called by the Secretary at the written request of two (2) Directors. Except in the event of an emergency, each Director must be notified not less than two (2) days

prior to such a meeting and notice with an agenda must be posted at a location designated by the Board not less than forty-eight (48) hours before the scheduled meeting.

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**Amendment No. 8: Article V, Section 8, By-Laws**

ARTICLE VI.  
OFFICERS AND THEIR DUTIES

(Sections 1 through 7 Unchanged)

SECTION 8. Duties. The duties of the officers are 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.

(Subsections (b) through (d) Unchanged)

(e) Checking 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 signatures. Checks or other instruments of withdrawal from reserve funds shall require the signature of at least two members of the Board.

(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.

WITNESSES:  
(TWO)

MARSH LANDING VILLAS II OWNERS'  
ASSOCIATION, INC.

*James R McCrow*  
 Signature  
JAMES R McCrow  
 Printed Name

*John Blanchard*  
 Signature  
JOHN BLANCHARD  
 Printed Name

BY: *Robert DiMaio*  
 Robert DiMaio, President

Date: 8-27-2002

(CORPORATE SEAL)

STATE OF FLORIDA            )  
   ) SS:  
 COUNTY OF LEE                )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 2002 by Robert DiMaio as President of Marsh Landing Villas II Owners' Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) \_\_\_\_\_ as identification and did take an oath.

*Marlene Mangiapane*  
 Notary Public  
MARLENE MANGIAPANE  
 Printed Name

My commission expires: \_\_\_\_\_

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