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OR3118 P63604

CERTIFICATE OF AMENDMENT

**DECLARATION OF CONDOMINIUM
GRAND PALM VILLAGE AT THE VINES, A CONDOMINIUM**

**ARTICLES OF INCORPORATION
BY-LAWS
GRAND PALM VILLAGE AT THE VINES CONDOMINIUM ASSOCIATION, INC.**

I HEREBY CERTIFY that the following amendments to the Declaration of Condominium of Grand Palm Village at the Vines, a Condominium and the amendments to the Articles of Incorporation and By-Laws of Grand Palm Village at the Vines Condominium Association, Inc. were duly adopted by the Association membership at the duly noticed annual members' meeting of the Association on the 13th day of January, 1999. Said amendments were approved by a proper percentage of voting interests of the Association. The Declaration of Condominium is recorded at O.R. Book 2235, Pages 801, et seq., of the Public Records of Lee County, Florida.

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

RECORDED BY
MARY JO ROBINSON, D.C.

Article 8, Declaration of Condominium

8. Amendment to Declaration.

A. Except as herein or elsewhere provided, this Declaration may be amended in the following manner:

(Subsection 1 Unchanged)

(2) An amendment may be proposed by either the ~~unanimous majority~~ 75 percent one-third vote of the Board of Directors of the Association, or by members of the Association holding 75 percent one-third of the total vote of the entire membership. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary within ten days after the meeting.

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Except as elsewhere provided, a resolution adopting the proposed amendment must be approved by either:

~~a. Not less than two thirds (2/3) of the entire membership of the Board of Directors and by not less than two thirds (2/3) a majority of the voting interests present in person or by proxy, and voting at a duly noticed meeting of the Association.~~

~~b. Not less than 90 percent of the vote of the entire membership of the Association; or~~

~~c. Until the first election of Directors by the Unit Owners as provided for in the By Laws of the Association, by two thirds (2/3) of the Directors.~~

(Remainder of Article Unchanged)

Article X, Articles of Incorporation

ARTICLE X.
AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

(Section A Unchanged)

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority one-third of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of ~~66 2/3 percent of the entire Board of Directors and by an affirmative vote of the members having 75 percent of the votes of the Association~~ a majority of the voting interests present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present.

(Remainder of Article Unchanged)

Article X, By-Laws

ARTICLE X.
AMENDMENTS

Except as otherwise provided elsewhere, these By-laws may be amended in the following manner:

(Section 10.1 Unchanged)

10.2 ADOPTION. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the voting interests of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the secretary at or prior to the meeting. The approvals must be either:


~~(a) Not less than sixty-six and two thirds percent (66 2/3%) of the entire voting interests of the membership of the Board of Directors and by not less than a majority of the voting interests present in person or by proxy and voting at a duly noticed meeting of the Association at which a quorum is present.~~

~~(b) Not less than seventy-five percent (75%) of the votes of the entire voting interests of the membership of the Association.~~

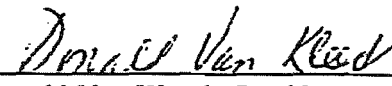
(Remainder of Article Unchanged)

WITNESSES:
(TWO)

GRAND PALM VILLAGE AT THE VINES
CONDOMINIUM ASSOCIATION, INC.



Signature

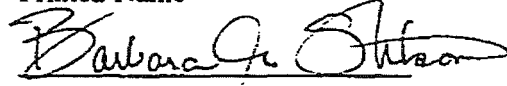
BY: 

Donald Van Kleeck, President

TOM EATON

Printed Name

Date: 4-15-99



Signature

(CORPORATE SEAL)

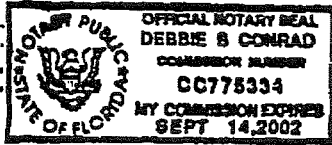
BARBARA A. STINSON

Printed Name

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STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 15th day of April, 1999 by Donald Van Kleeck as President of Grand Palm Village at the Vines Condominium 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.



Debbie S Conrad
Notary Public

Debbie S Conrad
Printed Name

My commission expires: _____

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CHARLIE GREEN, CLERK
LEE COUNTY, FL
1999 MAY 17 PM 3:00

State of Florida

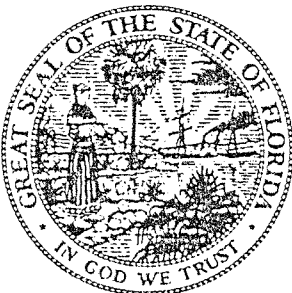


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of GRAND PALM VILLAGE AT THE VINES CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on May 22, 1991, as shown by the records of this office.

The document number of this corporation is N43614.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
29th day of May, 1991.



CR2EO22 (2-91)

Jim Smith
Secretary of State

OR2235 PG0858

ARTICLES OF INCORPORATION

OF

GRAND PALM VILLAGE AT THE VINES CONDOMINIUM ASSOCIATION, INC.

FILED
1991 MAY 22 AM 9 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be Grand Palm Village at the Vines Condominium Association, Inc. For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II.

PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate Grand Palm Village at the Vines, a Condominium (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Lee County, Florida.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, including the Common Elements

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and specifically the Surface Water Management System, as permitted by the South Florida Water Management District, as may be necessary or convenient in the administration of the Condominium.

G. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration of Condominium, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association....

ARTICLE III.

DEFINITIONS

All terms used herein are defined in the Declaration of Condominium of Grand Palm Village at The Vines, a Condominium.

ARTICLE IV.

MEMBERS

A. Each unit owner in the Condominium shall automatically be members of the Association.

B. Membership, as to all members, shall commence upon the acquisition of fee simple title to a unit in the Condominium and shall terminate upon the divestment of title to said Unit.

C. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

ARTICLE V.

EXISTENCE

The Association shall have perpetual existence.

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ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Berke	9100 South Dadeland Boulevard One Datan Center - PH-1 Miami, Florida 33156

ARTICLE VII.

DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board when both the Developer and Unit Owners other than the Developer are entitled to representation, subject to the entitlement to representation provisions of Section 718.301, Florida Statutes, only the Developer may vote, in person or by proxy, to fill a vacancy on the Board previously occupied by a board member elected or appointed by that Developer, in which case a quorum for purposes of that vote shall consist of a majority of Units owned by the Developer. Only Unit Owners other than a Developer may vote, in person or by proxy, to fill a vacancy on the Board previously occupied by a board member elected or appointed by Unit Owners other than a Developer, in which case a quorum for purposes of that vote shall consist of a majority of Unit Owners other than the Developer.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>NAME</u>	<u>ADDRESS</u>
Hans Fischer	249 Danbury Road Wilton, Connecticut 06897

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Joseph Heffernan

5756 NW 39 Way
Boca Raton, Florida 33496

Steve Annis

249 Danbury Road
Wilton, Connecticut 06897

ARTICLE VIII.

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

NAME	TITLE	ADDRESS
Joseph Heffernan	President	5756 NW 39 Way Boca Raton, Florida 33496
Hans Fischer	Vice President	249 Danbury Road Wilton, Connecticut 06897
Margie A. Parker	Secretary	19501 Vintage Trace Circle Ft. Myers, Florida 33912
Steve Annis	Treasurer	249 Danbury Road Wilton, Connecticut 06897

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ARTICLE IX.

BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of units without their prior written consent.

ARTICLE X.

AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3 percent of the entire Board of Directors and by an affirmative vote of the members having 75 percent of the votes of the Association.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE XI.

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE XII.

PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE

The principal office of the Association shall be at 19484 Lost Creek Drive, Ft. Myers, Florida 33912, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at 9100 South Dadeland Boulevard, Penthouse I, Miami, Florida

33156 and the initial registered agent therein is Datran Corporate Agents, Inc.

ARTICLE XIII.

LIMITATION

A vote of two-thirds of the members shall be required for the Association to join, participate with or support any organization, ad hoc committee or group formed to address political issues or issues related to the Condominium Property or the property within The Vines Country Club.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of May, 1991.

[Handwritten signature]

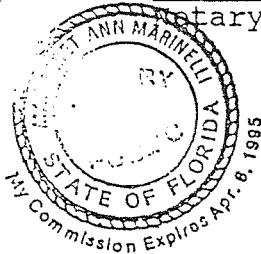
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20th day of May, 1991 by MICHAEL A. BERKE.

[Handwritten signature: Margaret Ann Marinelli]

Notary Public, State of Florida

My Commission Expires:

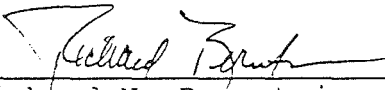


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for GRAND ^{PALM}VILLAGE AT THE VINES CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, in the foregoing Articles of Incorporation, I, on behalf of Datran Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

DATRAN CORPORATE AGENTS, INC.

By: 
Richard N. Bernstein, Secretary

Dated this 20th day of May, 1991.

RE01469b.KPK

FILED
1991 MAY 22 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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