

This instrument prepared by:
Thomas B. Hart, Esquire
Knott Consoer Ebelini Hart & Swett, P.A.
1625 Hendry Street, Suite 301
Fort Myers, Florida 33901
239-334-2722
Florida Bar No. 754684

INSTR # 6854970
OR BK 04763 Pgs 4259 - 4262; (4pgs)
RECORDED 06/21/2005 04:29:37 PM
CHARLIE GREEN, CLERK OF COURT
LEE COUNTY, FLORIDA
RECORDING FEE 35.50
DEPUTY CLERK L Ambrosio

CERTIFICATE OF RECORDING

SOUTHWIND OWNERS ASSOCIATION AT FORT MYERS, INC.

WHEREAS, Southwind Owners Association At Fort Myers, Inc. (hereinafter "Association"), is a Florida corporation not for profit, duly organized to operate Southwind Owners Association At Fort Myers, Inc., situate in Lee County, Florida; and

WHEREAS, the Bylaws of the Association have been filed in the Public Records of Lee County, Florida in Official Records Book 3599, Page 2207 on March 15, 2002; and

WHEREAS, Association wishes to record its Amendment to the Bylaws for the purpose of providing record notice as to the property within "Southwind" as operated by Association, further to its Charter, Articles and Declaration;

NOW, THEREFORE, in consideration of the foregoing premises, Southwind Owners Association At Fort Myers, Inc. hereby provides notice of the following:

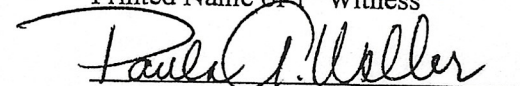
1. Attached hereto as Exhibit "A" is Association Resolution amending its Bylaws.

20TH IN WITNESS WHEREOF, we have hereunto affixed our hands and the seal of said corporation, this day of June, 2005.

WITNESSES:


Signature of 1st Witness

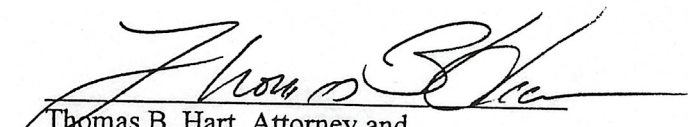
2802 SANNA WELLS
Printed Name of 1st Witness


Signature of 2nd Witness

PAULA A. WELLER
Printed Name of 2nd Witness

SOUTHWIND OWNERS ASSOCIATION
AT FORT MYERS, INC.

By:


Thomas B. Hart, Attorney and
Agent for Association

ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 20TH day of JUNE, 2005, by Thomas B. Hart, Attorney and Agent for Southwind Owners Association At Fort Myers, Inc., a not-for-profit corporation, on behalf of the corporation. He is personally known to me or who has produced _____ as identification.

Paula A. Weller

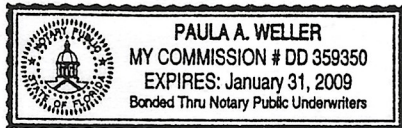
Signature of Notary Public

PAULA A. WELLER

Printed Name

My Commission Expires:

G:\TBH\SouthwindPOA\Bylaws approved\Certificate of Bylaw Amendment.wpd



RESOLUTION

**BE IT RESOLVED
BY THE BOARD OF DIRECTORS
OF SOUTHWIND OWNERS ASSOCIATION OF FORT MYERS, INC.**

WHEREAS, the Board of Directors ("Board") of the Southwind Owners Association of Fort Myers, Inc. ("Association"), is authorized to adopt this Resolution under the authority granted by Article XI of the current Bylaws of the Association and in accord with other applicable provisions of Florida law; and

WHEREAS, on the 24th day of May, 2005, at a duly called meeting of the Members of the Association, at which a quorum was present, the Members considered and approved by the required two-thirds (2/3) vote, the following amendments to the Association's Bylaws and did further express the will and intent of the Members with regard to such amendments.

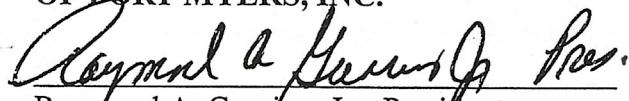
NOW THEREFORE, the Membership of the Southwind Owners Association of Fort Myers, Inc., at a duly called and noticed meeting, does hereby:

1. Adopt the amendments to the Association Bylaws, as described in Exhibit "A" attached hereto and made a part of this Resolution, and
2. Authorize the corporation's officers and legal counsel to execute and deliver all documents and to take all actions and steps on behalf of the corporation that are necessary or desirable in connection with the implementation of these changes to the Association's controlling documents.

PASSED AND ADOPTED at a meeting of the Members of the Southwind Owners Association of Fort Myers, Inc. this 24th day of May, 2005.

[SEAL]

**SOUTHWIND OWNERS ASSOCIATION
OF FORT MYERS, INC.**


Raymond A. Guarino, Jr., President

ATTEST:

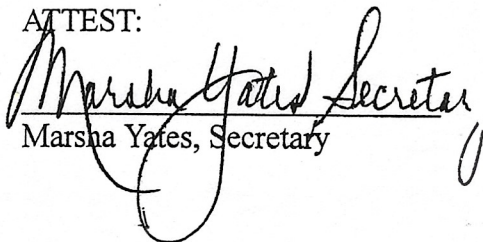

Marsha Yates, Secretary

EXHIBIT "A"

Underline language is added and cross through language is deleted.

ARTICLE IV BOARD OF DIRECTORS, TERMS OF OFFICE, REMOVAL

SECTION 1: Number. The affairs of the Association shall be managed by not less than ~~three (3)~~ five (5) directors, who ~~may~~ must be members of the Association.

SECTION 2: Term of Office. ~~Directors shall serve one (1) year terms.~~ In order to provide a continuity of experience, at the First Annual Meeting after Turnover, and thereafter, the three (3) members with the highest vote total elected to the Board shall receive a term of two (2) years and the two remaining members elected to the Board shall receive a term of one (1) year so that a system of staggered terms will be perpetuated.

ARTICLE VI OFFICERS AND THEIR DUTIES

SECTION 1: Enumeration of Offices. The Officers of the Association shall be a President ~~and a Vice President, and Secretary~~ who shall at all times be members of the Board of Directors, and a ~~Secretary, Treasurer, and as well as~~ such other Officers as the Board may from time to time by resolution create.

SECTION 2: Election of Officers. The election of ~~Officers~~ the President, Vice President and Secretary shall be by the Directors and shall take place at the Organizational Meeting ~~following each~~ the annual meeting of members.

SECTION 5: Resignation and Removal. Any Officer may be removed from office by the Board at any time with or without cause. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.