

CERTIFICATE OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF IMPERIAL GOLF ESTATES HOMEOWNERS ASSOCIATION, INC.

The undersigned, being the duly elected Vice President, in the President's absence, and Secretary, respectively, of the Imperial Golf Estates Homeowners Association, Inc., a Florida corporation not for profit, do hereby certify that the Board of Directors duly adopted a Resolution setting forth the Second Amended and Restated Articles of Incorporation of Imperial Golf Estates Homeowners Association, Inc., attached hereto as Exhibit "A", and after proper notice to members, a majority of those present, in person or by proxy at a meeting of the members adopted the attached Second Amended and Restated Articles of Incorporation of Imperial Golf Estates Homeowners Association, Inc.

RESOLVED, that the Articles of Incorporation of Imperial Golf Estates Homeowners Association, Inc., recorded in the Public Records of Collier County, Florida, all be amended and restated as the Second Amended and Restated Article of Incorporation of Imperial Golf Estates Homeowners Association, Inc. as set forth in the attached Exhibit "A":

- (a) Phase I recorded May 3, 1979 in O. R. Book 808 Page 1845;
- (b) Phase II recorded November 12, 1980 in O. R. Book 891, Page 1206;
- (c) Phase III recorded July 20, 1982 in O. R. Book 980 Page 1394;
- (d) Phase IV recorded March 20, 1985 in O. R. Book 1126 Page 508;
- (e) Phase V recorded February 2, 1990 in O. R. Book 1502 Page 1307.

ATTEST:

Harlan J. Davis
Secretary

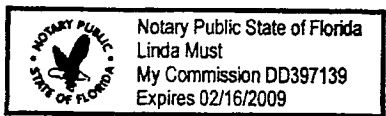
IMPERIAL GOLF ESTATES
HOMEOWNERS ASSOCIATION, INC.
By: *Richard C. Ritchie*
Vice President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 16th day of May, 2007, by Richard C. Ritchie, as Vice President and by Harlan J. Davis, as Secretary of Imperial Golf Estates Homeowners Association, Inc., a Florida corporation not for profit, on behalf of the corporation. They have produced Diana Lileva as identification and did/did not take an oath.

(Seal)



Linda Must
Notary Public
Printed Name: LINDA MUST
My commission expires: 2/16/09

Exhibit "A"

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

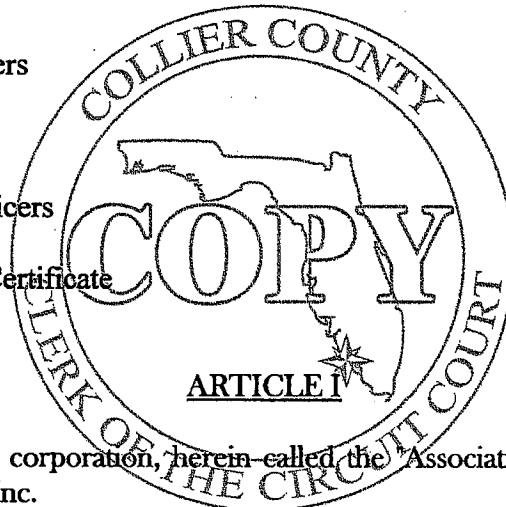
OF

IMPERIAL GOLF ESTATES HOMEOWNERS ASSOCIATION, INC.

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of Imperial Golf Estates Homeowners Association, Inc., a Florida corporation not for profit, are hereby amended and restated in their entirety. Its original Articles of Incorporation were filed with the Department of State of Florida on May 22, 1979. The Second Amended and Restated Articles of Incorporation of Imperial Golf Estates Homeowners Association, Inc. shall henceforth be as follows:

Index

- Article 1 Name
- Article 2 Purpose and Powers
- Article 3 Membership
- Article 4 Term
- Article 5 By-Laws
- Article 6 Directors and Officers
- Article 7 Amendments
- Article 8 Indemnification Certificate



NAME: The name of the corporation, ~~herein called the~~ "Association", is Imperial Golf Estates Homeowners Association, Inc.

ARTICLE II

PURPOSE AND POWERS: The general purposes for which the Association is organized are:

- (A) To promote the health, safety and social and economic welfare of property Owners within the area referred to as "Imperial Golf Estates," as more particularly defined in the By-laws of the Association.
- (B) To represent the property Owners in governmental issues at all levels of the government where such issues may impact upon the well-being of the community.
- (C) To establish and enforce various codes and regulations which will maintain the distinct environment and residential atmosphere that is singular to Imperial Golf Estates.

- (D) To maintain and/or repair landscaping in the general and common areas, parks, drainage, easements, roads, streets and any property or structure which may be the responsibility of the Association.
- (E) To work cooperatively with other organizations or corporations within the Imperial Golf Estates community regarding security and other matters.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions applicable to the properties subject to the jurisdiction of the Association, and the By-laws, as they may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To maintain, repair, replace, improve and operate the Common Areas and other properties serving the Association.
- (C) To purchase insurance upon the Common Areas, Association property and Directors and Officers for the protection of the Association and its Members.
- (D) To reconstruct Common Area improvements after casualty and to make further improvements of the Common Areas.
- (E) To make, amend and enforce reasonable rules and regulations governing the users of the Common Areas, and the operation of the Association.
- (F) To charge recipients for services rendered by the Association and for use of Association property when such is deemed appropriate by the Board of Directors of the Association.
- (G) To enforce the provisions of the Governing Documents.
- (H) To contract for management services and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Governing Documents to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional or nonprofessional personnel to perform the services required for proper operation of the Association.

- (J) To borrow money as necessary to effectuate the objects and purposes of the Association, provided that the total amount owing at any time shall not exceed the total amount of the current annual budget, by a vote of at least two-thirds of the Members who are present, in person or by proxy, at a meeting duly called for this purpose.
- (K) To construct capital improvements.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Governing Documents. The "Governing Documents" are those identified as such in Section 1.3 of the By-laws of the Association.

ARTICLE III

MEMBERSHIP:

- (A) The Members of the Association shall consist of all record Owners of a fee simple interest in one or more Lots in Imperial Golf Estates, excluding those who hold such interest merely as the security for the performance of an obligation, and as further provided in the By-laws.
- (B) Change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.
- (C) The share of a Member in the funds and assets of the Association cannot be assigned, or transferred in any manner except as an appurtenance to his or her Lot.
- (D) The Owners of each Lot, collectively, shall be entitled to the number of votes in Association matters as set forth in the By-laws. The manner of exercising voting rights shall be as set forth in the By-laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The By-laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the By-laws, but never less

than five (5) Directors, and in the absence of such determination shall consist of five (5) Directors. Directors must be Members of the Association.

- (B) Directors of the Association shall be elected by the Members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.
- (C) The business of the Association shall be conducted by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at its first meeting following the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board.

ARTICLE VII

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

- (A) **Proposal.** The Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members entitled to vote on the proposed amendment, which may be either an annual or a special meeting.
- (B) **Procedure.** Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each Member entitled to vote at such meeting in accordance with the By-laws.
- (C) **Vote Required.** The proposed amendment shall be adopted upon receiving at least a majority of the votes which Members present at such meeting or represented by proxy are entitled to cast. Members may amend the Articles of Incorporation, without action by the directors, at a meeting for which notice of the changes to be made is given. Any number of amendments may be submitted and voted upon at any one meeting. The proposed amendment may also be adopted by the Members by action without a meeting pursuant to the By-laws.
- (D) **Effective Date.** An amendment shall become effective upon proper filing of Articles of Amendment with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII

INDEMNIFICATION:

The Association shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he/she, his or her testator or intestate, is or was a director, officer or committee Member of the Association, in the manner and to the maximum extent permitted by the Florida Not For Profit Corporation Act (and the Florida Business Corporation Act, to the extent applicable to the Association), as amended from time to time; and the

Association may, in the discretion of the Board of Directors, indemnify any other corporate personnel to the extent permitted by law.

CERTIFICATE

The undersigned, being the duly elected Vice President and Secretary of Imperial Golf Estates Homeowners Association, Inc., hereby certify that the foregoing Second Amended and Restated Articles of Incorporation of Imperial Golf Estates Homeowners Association, Inc. were duly proposed by the Board of Directors of the Association and duly adopted by the Members in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the amended Articles of Incorporation in their entirety.

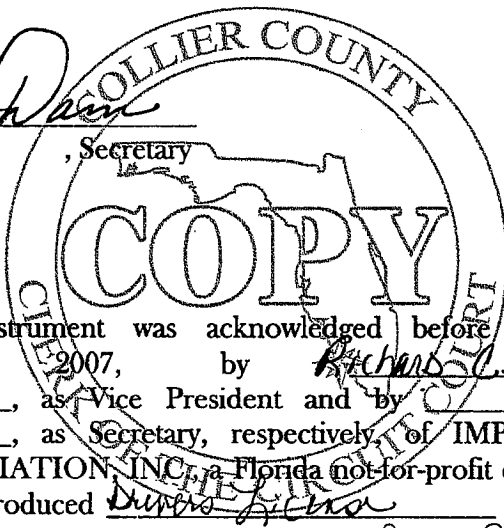
Executed this 16th day of May, 2007.

Richard C. Ritchie
Vice President

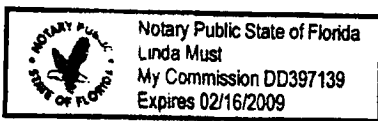
Attest:

Harlan J. Dam
Secretary

STATE OF FLORIDA
COUNTY OF COLLIER



The foregoing instrument was acknowledged before me this 16th day of May, 2007, by Richard C. Ritchie and Harlan J. Dam, as Vice President and Secretary, respectively, of IMPERIAL GOLF ESTATES HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They have produced Duplex Address as identification and did/did not take an oath.



Linda Must
Notary Public
Linda Must
Printed Name