

Amendment No. 3: Article IV, Amended and Restated Articles of Incorporation

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the single family dwelling unit sites ("Lots") and individual duplex and multi-family dwelling units ("Units") and common elements, now and hereinafter included within that certain tract of real property located in Sanibel, Lee County, Florida, which is known as "THE SANCTUARY AT WULFERT POINT" planned unit development, and to promote the health, safety, and welfare of the residents within the above-described development; and such additions thereto as may hereafter be brought within the jurisdiction of the DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE SANCTUARY AT WULFERT POINT ("DECLARATION") of the Development, primarily by means of the acquisition, construction, management, maintenance and care of real and personal property which is owned by either the Association or by Owners in common, made available for the common benefit of all members of the Association and is of a nature that tends to enhance the beneficial enjoyment of the private residences of the Owners, which is owned privately by an Owner, to the extent that the condition of such property affects the overall appearance or structure of Lots and Units included within the Development. In furtherance for such purpose, but without limitation to the powers and authorities of the Association, the Association shall have the power:

(a) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in that certain DECLARATION, applicable to the property and recorded in O.R. Book 2328, Page 0052, in the Office of the Clerk of Court, Lee County, Florida, as the same may be amended from time to time as therein provided, said DECLARATION being incorporated herein as if set forth in full;

(Remainder of Article Unchanged)

Amendment No. 4: Article VIII, Amended and Restated Articles of Incorporation

The affairs of the Association will be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) 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 less than three (3).

(Subsection (a) Unchanged)

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the membership (including the Developer, as an Owner and as a member of the Corporation, by reason of being an Owner). Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner or trustee of

that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

~~(e) INITIAL CONTROL BY DEVELOPERS. Notwithstanding the other provisions contained in these Articles to the contrary, Developer will determine the number of the directors (which will not be less than three) and appoint the members of the Board of Directors, whether or not such appointees are Owners, until the Developer either relinquishes that right, or ceases to be the Owner of at least thirty (30%) percent of the sum of the following:~~

~~(i) The Lots and Units included within the Development; and
(ii) The maximum number of Lots and Units which though not yet then built under then existing law and regulation may be constructed or built on sites owned by the Developer, and included within the Development.~~

~~(d) The names and addresses of the persons who shall serve as Directors until the first election are:~~

<u>Name</u>	<u>Address</u>
Jeffrey J. Milton	11108 S. Glen Road Potomac, MD 20854
Gregory Kapfer	8459 Clover Leaf McLean, VA 22102
John J. Naumann	1252 Morningside Place Sanibel, FL 33957

Amendment No. 5: Article IX, Amended and Restated 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. 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 a 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>
_____	_____

~~Jeffery J. Milton/President~~ 11108 S. Glen Road
~~Potomac, MD 20854~~

~~John J. Naumann/Vice President~~ 1252 Morningside Place
~~Sanibel, FL 33957~~

~~Gregory Kapfer/Secretary/Treasurer~~ 8459 Clover Leaf
~~McLean, VA 22102~~

Amendment No. 6: Article X, Amended and Restated Articles of Incorporation

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby ~~indemnifies any Directors or officer made~~ indemnifies any Director, officer, or committee member made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(Subsections (i) and (ii) Unchanged)

(b) The Board of Directors shall determine whether amounts ~~for which a Director or officer seeks~~ for which a Director, officer, or committee member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(Remainder of Article Unchanged)

Amendment No. 7: Article XI, Amended and Restated Articles of Incorporation

ARTICLE XI
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

~~No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are directors or officers, have a financial interest, shall, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participated in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract of transaction.~~

Section (1) No contract or other transaction between a corporation and on or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financial y interested in shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

(a) The fact of such relation ship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to or transaction, if any and they authorize, approve, or ratify it by a vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

Section (2) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Amendment No. 8: Article XII, Amended and Restated Articles of Incorporation

ARTICLE XII
DISSOLUTION OF ASSOCIATION

No portion of the net earnings of the Association will inure (upon dissolution of the Association or otherwise) to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are consistent with and within the scope of its purpose. Subject to the foregoing, upon the dissolution of the Association, all of its assets remaining after adequate provision is made for the payment of its creditors and the costs and expenses of dissolution will be distributed in the following manner:

(Subsection (a) Unchanged)

(b) OTHER PROPERTY. Property and interests in property, whether real, personal, or mixed, which do not constitute or which are neither directly or indirectly related to the surface water management system, in any, ~~will be distributed subject to Article 14 of these Articles in the following manner~~ will be distributed to the person, firm:

(i) DEVELOPER'S DESIGNEE. To the person, firm or corporation designated by the Developer.

(ii) OWNER'S DESIGNEE. If the Developer fails or refuses to make any such designation, then, to the person, firm or corporation designated by the largest

number of owners entitled to cast votes on matters coming before the membership who actually cast votes.

Amendment No. 9: Article XV, Amended and Restated Articles of Incorporation

ARTICLE XV
REGISTERED AGENT & OFFICE

The name of the Association's ~~initial~~ registered agent and its ~~initial~~ registered office is as follows:

<u>John J. Naumann</u>	<u>1149 Periwinkle Way</u>
	<u>Sanibel, FL 33957</u>
<u>Carol Pappas</u>	<u>Heritage Association Management,</u>
	<u>Inc.,</u>
	<u>1200 Periwinkle Way, Suite 2</u>
	<u>Sanibel, Florida</u>

The registered agent and registered office of the Association may be changed from time to time by the Board of Directors.

Amendment No. 10: Article I, By-Laws

ARTICLE I.
NAME AND LOCATION

The name of the corporation is THE SANCTUARY at Wulfert Point COMMUNITY ASSOCIATION, INC. The principal office of the corporation ~~shall be located at 1149 Periwinkle Way, Sanibel, Florida~~ is c/o Heritage Association Management, 1200 Periwinkle Way, Suite 2, Sanibel, Florida 33957 which may be changed, as necessary, by action of the Board of Directors., ~~but~~ Meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

Amendment No. 11: Article III, By-Laws

ARTICLE III.
MEETINGS OF MEMBERS

SECTION 1: 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 meetings of the members of the Association will be held during the months of March or April, as determined by the Board of Directors.

SECTION 2: Special Meetings. Special meetings of members may be called at any time by the president or by 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 members who are entitled to vote one-half (1/2) of all votes of the membership.

(SECTION 3 Unchanged)

SECTION 4: Quorum. ~~The presenee at the meeting, in person or by proxy, of 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 Artieles of Incorporation, or these By Laws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting form time to time, without notice other than announcement at the meeting, until a quorum is present.~~ A quorum at members' meetings shall consist of person entitled to cast thirty percent (30%) of the votes of the entire membership. Decisions made by a majority of the voting interests present and voting in person or by proxy, at a meeting at which a quorum is present shall be binding and sufficient for all purposes except such decisions as may be by Florida Statute 617 or the Governing Documents require a larger percentage in which that case the percentage required in F.S. 617 or the Governing Documents shall govern.

(Remainder of Article Unchanged)

Amendment No. 12: Article IV, By-Laws

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

SECTION 1: Number. The affairs of the Association shall be managed by not less than three (3), nor more than five (5), directors, ~~who need not be members of the Association.~~

(SECTION 2 Unchanged)

~~SECTION 3: Any director may be removed by the Board of Directors, whenever, in the judgement of the Board of Directors, the best interest f the corporation will served thereby, by a vote of the Board of Directors.~~

Amendment No. 13: Article VII, By-Laws

ARTICLE VIII.
ASSESSMENTS

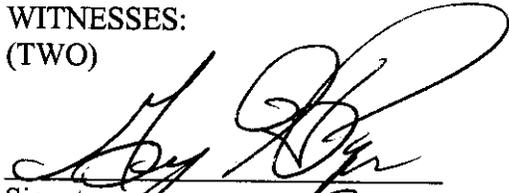
As more fully provided in the Declaration, each member is obligated to pay to the Association Periodic and Special Assessments which are secured by a continuing lien on the property against which such assessments are made. All Periodic Assessments shall be paid provided in the Declaration. Any assessments not paid when due are considered delinquent. ~~If an assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date when due at the rate established by the Board of Directors, not to exceed the maximum legal rate of interest.~~ If an assessment is not paid within thirty (30) days after the due date, the assessment will accrue interest at the maximum legal rate (18%) from the due date, and a late fee of twenty-five dollars (\$25) will be charged. The Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against he Unit which is subject thereto. Interest, late fees, costs, and reasonable attorney's fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common properties or abandonment of the Unit.

Amendment No. 14: Article IX, By-Laws

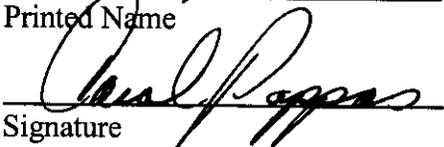
ARTICLE IX.
BOOKS AND RECORDS, INSPECTION

The books, records, and papers of the Association shall be subject to inspection by any member upon ~~fifteen (15)~~ ten (10) days prior to written notice. The Declaration, Articles of Incorporation, and By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

WITNESSES:
(TWO)

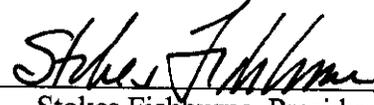


Signature
GEORGE H. PAPPAS
Printed Name



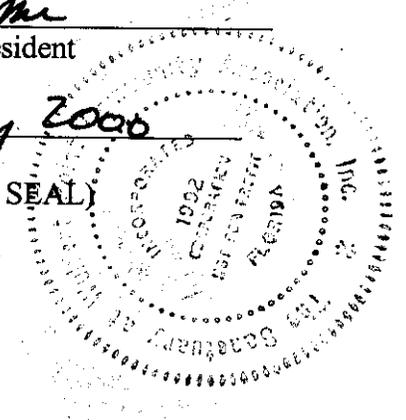
Signature
Carol Pappas
Printed Name

SANCTUARY AT WULFERT POINT
COMMUNITY ASSOCIATION, INC.

BY: 
Stokes Fishburne, President

Date: 19 July 2000

(CORPORATE SEAL)



STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 19th day of July, 2000 by Stokes Fishburne as President of Sanctuary at Wulfert Point Community Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) personally known as identification and did take an oath.

Bonnie S. Moore
Notary Public
Bonnie S. Moore
Printed Name

My commission expires:
138839_1.DOC



Bonnie S Moore
My Commission CC754990
Expires June 28, 2002