



**CERTIFICATE OF AMENDMENT
TO THE AMENDED & RESTATED
BYLAWS
OF
PORT CARLOS COVE, INC.**

INSTR # 6689459
 REC'D 03/14/2005 02:41:36 PM
 CHARLIE GREEN, CLERK OF COURT
 LEE COUNTY, FLORIDA
 RECORDING FEE 52.50
 DEPUTY CLERK L. Ambrosio

(k)

THE UNDERSIGNED, being duly elected and acting President and Secretary, respectively, of **PORT CARLOS COVE, INC.**, a Florida corporation not-for-profit, do hereby certify that all the resolutions set forth below were approved, evidenced by a written statement or ballot manifesting their intention that such amendments be adopted. The resolutions were approved and adopted by the votes indicated for the purposes of amending the Bylaws of Port Carlos Cove, Inc., as recorded in Official Records Book 3172 at Pages 3420, Public Records of Lee County, Florida.

1. The following resolution was approved by two-thirds (2/3rds) of the persons voting in person or by proxy at a duly called meeting of the Association.

RESOLVED: That the Bylaws of Port Carlos Cove, Inc. be and are hereby amended, and the Amendment to the Amended and Restated Bylaws are adopted in the form attached hereto as **Exhibit "A"**, and made a part hereof; and

RESOLVED: That the officers and directors are hereby instructed and authorized to execute the aforementioned documents and cause them to be filed of public record, together with a Certificate of Amendment.

Dated this 8 day of MARCH, 2005,

Thomas L. Baker
 Witness

PORT CARLOS COVE, INC.

Brendy Knight
 Witness

By: Richard W. Hobbs
 , President

Attest: Virginia T. Millert
 , Secretary

STATE OF FLORIDA)
)SS:
 COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 8 day of March 2005, by Richard Hobet, President of Port Carlos Cove, Inc., a non-profit Florida corporation, on behalf of the corporation. He She is personally known to me or has produced _____ as identification and did not take an oath.

(Notary Seal)



Beverly R. Triplehorn
MY COMMISSION # DD082434 EXPIRES
April 10, 2006
BONDED THROUGH FIDELITY & SECURITY INSURANCE CO.

Beverly R. Triplehorn
Signature of Notary Public

Beverly R. Triplehorn
(Print, type or stamp commissioned name of Notary Public)

Commission No: DD082434

This instrument prepared by:
Christopher J. Shields, Esq.
PAVESE LAW FIRM
1833 Hendry Street
Fort Myers, Florida 33901
(239) 334-2195

CERTIFICATE OF RECORDING**PORT CARLOS COVE, INC.**

WHEREAS, Port Carlos Cove, Inc., (hereinafter "Association"), is a Florida corporation not-for-profit duly organized to operate Port Carlos Cove subdivision, situate in Lee County, Florida; and

WHEREAS, the Amended and Restated Articles of Incorporation and Bylaws of the Association have not heretofore been filed of public record; and

WHEREAS, Association wishes to record its Amended and Restated Articles of Incorporation and Bylaws for the purpose of providing record notice as to the property within "Port Carlos Cove" as operated by Association, further to its Charter and Bylaws;

NOW, THEREFORE, in consideration of the foregoing premises, Port Carlos Cove, Inc., hereby provides notice of the following:

1. Attached hereto as **Exhibit "A"** are the Amended & Restated Articles of Incorporation, as amended, of Port Carlos Cove, Inc., as exist on the date hereof.
2. Attached hereto as **Exhibit "B"** are the Amended & Restated Bylaws, as amended, of Port Carlos Cove, Inc., as exist on the date hereof.

IN WITNESS WHEREOF, we have hereunto affixed our hands and the seal of said corporation, this 15 day of SEPTEMBER, 1999.

PORT CARLOS COVE, INC.

By: 

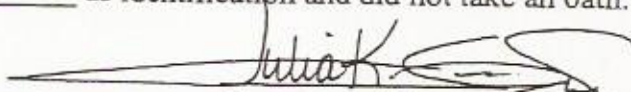
CHRISTOPHER J. SHIELDS,
Attorney & Agent for Association

STATE OF FLORIDA)
)
COUNTY OF LEE) SS:

The foregoing instrument was acknowledged before me this 15 day of SEPTEMBER, 1999, by Christopher J. Shields, Attorney & Agent for Port Carlos Cove, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

(Notary Seal)

OFFICIAL NOTARY SEAL
JULIA K GUERNSEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC679352
MY COMMISSION EXP. SEPT 10,2001



Signature of Notary Public

JULIA K. GUERNSEY

(Print, type or stamp commissioned name of Notary Public)

Commission No: CC679352

CERTIFICATE OF RECORDING

PORT CARLOS COVE, INC.

WHEREAS, Port Carlos Cove, Inc., (hereinafter "Association"), is a Florida corporation not-for-profit duly organized to operate Port Carlos Cove subdivision, situate in Lee County, Florida; and

WHEREAS, the Association most recently amended and restated their Articles of Incorporation and Bylaws and placed of the Public Records true and correct copies of the Amended and Restated Articles of Incorporation and Bylaws for the purpose of providing record notice as to the property within Port Carlos Cove, as operated by the Association further to its Charter and Bylaws; and

WHEREAS, said Certificate of Recording being recorded in Official Record Book 3172 at Page 3420-3468, Public Records of Lee County, Florida, reference the Articles of Incorporation and Bylaws as amended and restated, and further reference Exhibits I-V as attachments to the Articles of Incorporation and Bylaws, as amended and restated; and

WHEREAS, Exhibit III and Exhibit IV entitled "Membership Certificate" and "Lease Agreement", respectively, have been revised; and

WHEREAS, the Association is desirous of placing of the Public Record, true and correct copies of the Membership Certificate and Lease Agreement, as well as recording Exhibit VI, identified as the "Estimated Operating Budget";

NOW, THEREFORE, in consideration of the foregoing premises, Port Carlos Cove, Inc., by and through its undersigned attorney and agent hereby provides notice of the following:

1. Attached hereto as **Exhibit "A"** is the current Membership Certificate utilized by the Association; and
2. Attached hereto as **Exhibit "B"** is the Lease Agreement in effect as of the date of this Certificate of Recording; and
3. Attached hereto as **Exhibit "C"** is the current Estimated Operating Budget in effect as of this date.

IN WITNESS WHEREOF, we have hereunto affixed our hands and the seal of said corporation, this 27 day of OCTOBER, 1999.

PORT CARLOS COVE, INC.

By: [Signature]
CHRISTOPHER J. SHIELDS,
Attorney & Agent for Association

STATE OF FLORIDA)
)
COUNTY OF LEE) SS:

The foregoing instrument was acknowledged before me this 27 day of OCTOBER, 1999, by Christopher J. Shields, Attorney & Agent for Port Carlos Cove, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did not take an oath.

(Notary Seal)

OFFICIAL NOTARY SEAL
JULIA K GUERNSEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC679352
MY COMMISSION EXP. SEPT 10, 2001
Commission No: _____

[Signature]

Signature of Notary Public
JULIA K. GUERNSEY
(Print, type or stamp commissioned name of Notary Public)