



Prepared By and To Be Returned To:
ROBERT S. FREEDMAN, ESQUIRE
CARLTON FIELDS, P.A.
 Post Office Box 3239
 Tampa, Florida 33601-3239

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 CHARLIE GREEN, CLERK OF COURT
 LEE COUNTY, FLORIDA
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**THIRD AMENDMENT TO COMMUNITY DECLARATION
 FOR SUN CITY CENTER FT. MYERS**

THIS THIRD AMENDMENT TO COMMUNITY DECLARATION FOR SUN CITY CENTER FT. MYERS ("Third Amendment") is made by Bay Colony-Gateway, Inc., a Delaware corporation ("BCG").

WITNESSETH:

WHEREAS, the Community Declaration for Sun City Center Ft. Myers was recorded on December 7, 2001, in Official Records Book 3535, Page 4531, public records of Lee County, Florida, as amended and supplemented from time to time (collectively, the "Declaration"); and

WHEREAS, BCG is the Declarant under the Declaration; and

WHEREAS, Section 23.1 of the Declaration states that Declarant has the power to amend the Declaration without the approval or joinder of any other party prior to the date on which Declarant shall have conveyed 90% of the Homes which may have been or may ultimately be constructed within the Community and subjected to the scope of the Declaration; and

WHEREAS, Declarant has yet to convey 90% of the Homes which may have been or may ultimately be constructed within the Community and subjected to the scope of the Declaration ; and

WHEREAS, Declarant now desires to amend certain provisions of the Declaration, as more particularly described hereinafter;

NOW, THEREFORE, Declarant hereby states as follows:

1. The foregoing recitals are true and correct and are deemed incorporated herein as if fully stated hereinafter.
2. The title of the Declaration is hereby renamed from "Community Declaration for Sun City Center Ft. Myers" to "Community Declaration for Pelican Preserve."
3. Declarant hereby modifies the following sections of the Declaration as follows (additions are noted as double underline text, deletions as ~~strikethrough~~ text):

(a) The first recital paragraph of the Declaration is hereby amended to read as follows:

WHEREAS, Bay Colony-Gateway, Inc. is the Declarant (defined in Article 2 hereof) and is the developer of a master planned development commonly known as Pelican Preserve, formerly known as Sun City Center Ft. Myers ("**Community**"), within which there may be developed over time one or more single family subdivisions, condominiums, multi-family structures or developments, various other facilities and improvements of a residential or commercial nature, and the supporting infrastructure in accordance with the master plan and the respective approved site plans; and

(b) The third recital paragraph of the Declaration is hereby amended to read as follows:

WHEREAS, Declarant has incorporated under the laws of the State of Florida, as a non-profit corporation, Pelican Preserve Community Association, Inc., formerly known as Sun City Center Ft. Myers Community Association, Inc., for the purpose of exercising the functions, responsibilities, duties and other actions contemplated herein;

(c) Section 1.8 of the Declaration is hereby amended to read as follows:

1.8 "CDD" or "Community Development District" means the Gateway Services Community Development District, a community development district organized and existing pursuant to the authority of Chapter 190, Florida Statutes, and which may acquire, fund, construct, operate and maintain certain infrastructure and community services within or outside the Property.

(d) Section 1.14 of the Declaration is hereby amended to read as follows:

1.14 "Community" or "Development" or "Pelican Preserve Sun City Center Ft. Myers" or "Pelican Preserve Sun City Center Ft. Myers Development" means the master planned community development project known as Pelican Preserve, formerly known as Sun City Center Ft. Myers.

(e) Section 1.15 of the Declaration is hereby amended to read as follows:

1.15 "Community Association" means the Pelican Preserve Sun City Center Ft. Myers Community Association, Inc., a Florida not-for-profit corporation, organized pursuant to Chapters 617 and 720, Florida Statutes, to administer certain common and designated functions for the Community pursuant to this Declaration.

(f) Section 1.40 of the Declaration is hereby amended to read as follows:

1.40 "Town Center Declaration" means the Town Center Declaration for Pelican Preserve Sun City Center Ft. Myers as recorded in Official Records Book 3535, Page 4496, public records of the County, ~~and as has been or may be amended from time to time.~~

(g) Section 2.4 of the Declaration is hereby amended to read as follows:

2.4 Long Term Development. Some areas of Pelican Preserve Sun City Center Ft. Myers may be under development for extended periods of time. Incident to the development process, the quiet enjoyment of the Community may be unavoidably interfered with to some extent by the construction operations. From time to time, Declarant, builders and others may present to the public or display certain renderings, plans and models showing possible future development of Pelican Preserve Sun City Center Ft. Myers. Declarant does not warrant in any way that the schemes in these renderings, plans or models will actually be developed. Any such renderings, plans or models are primarily thematic and in no way represent a guaranteed final development plan for Pelican Preserve Sun City Center Ft. Myers.

(h) Section 3.5 of the Declaration is hereby amended to read as follows:

3.5 Transfer of CDD Property to the Community Association. If Declarant and the CDD determine that it is in the best interest of Pelican Preserve Sun City Center Ft. Myers for any property interest owned by the CDD to be conveyed to the Community Association, the CDD may convey to the Community Association such fee simple title, easements, use rights and/or maintenance obligations to those portions of the CDD property. The Community Association shall be obligated to accept title to any CDD

property so conveyed, subject to taxes for the year of conveyance, and to restrictions, limitations, conditions, obligations, reservations, duties and easements of record.

(i) Section 3.6 of the Declaration is hereby amended to read as follows:

3.6 Transfer of Community Association Property to CDD. If Declarant and the CDD determine, subject to any governmental requirements, that it is in the best interest of Pelican Preserve Sun City Center Ft. Myers for any properties of the Community Association to be owned and administered by the CDD rather than the Community Association, such properties, even though already conveyed to the Community Association, shall thereafter be considered CDD property, even if legal title has not been formally transferred to the CDD. When a part of the Community becomes CDD property, the expenses of its administration and maintenance will remain common expenses of the Community Association, unless the CDD and Declarant agree that such expenses shall become the responsibility of the CDD. If required by law, or if deemed by Declarant to be in the best interest of Pelican Preserve Sun City Center Ft. Myers, the Community Association shall convey to the CDD the legal title to any Community Association property which becomes CDD property.

(j) Section 24.12 of the Declaration is hereby amended to read as follows:

24.12 Use of the Term "Pelican Preserve Sun City Center Ft. Myers". No person shall use the term "Pelican Preserve Sun City Center Ft. Myers" or any derivative thereof or logo used in any printed or promotional material without the prior written consent of Declarant. However, Owners may use the term "Pelican Preserve Sun City Center Ft. Myers" in printed or promotional matter where such term is used solely to specify where that particular property is located and the Community Association shall be entitled to use the term "Pelican Preserve Sun City Center Ft. Myers" in its name and operations of the Community Association.

4. The Articles of Incorporation of the Community Association have been amended, and a copy of the Articles of Amendment to Articles of Incorporation are attached hereto and made a part hereof.

5. The By-Laws of the Community Association have been amended, and a copy of the Resolution of the Board of Directors of Sun City Center Ft. Myers Community Association, Inc. Adopting Amendment to By-Laws for the Association is attached hereto and made a part hereof.

6. Except as modified by this Third Amendment, the Declaration remains valid and in full force and effect. In the event of a conflict between the provisions of this Third Amendment and the provisions of the Declaration prior to the effective date hereof, the provisions of this Third Amendment shall control.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Declarant has caused this Amendment to be executed by its authorized officer and affixed its corporate seal as of this 24th day of February, 2004.

WITNESSES:

Bay Colony-Gateway, Inc., a Delaware corporation

Name: *Cathleen Smith*
Print Name: Cathleen Smith

By: *[Signature]*
Tim Oak, Vice President

Name: *Joyce VanDeusen*
Print Name: Joyce VanDeusen

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF LEE


The foregoing instrument was acknowledged before me this 24th day of February, 2004, by Tim Oak, as Vice President of Bay Colony-Gateway, Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me.

My Commission Expires:
(AFFIX NOTARY SEAL)

Joyce E. VanDeusen
(Signature)
Name: Joyce E. VanDeusen
(Legibly Printed or Typed)
Notary Public, State of Florida
DD 118229
(Commission Number, if any)



State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on February 23, 2004, to Articles of Incorporation for SUN CITY CENTER FT. MYERS COMMUNITY ASSOCIATION, INC. which changed its name to PELICAN PRESERVE COMMUNITY ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H04000038707. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N01000008512.

Authentication Code: 504A00012347-022404-N01000008512-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-fourth day of February, 2004



Glenda E. Hood
Glenda E. Hood
Secretary of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 24, 2004

PELICAN PRESERVE COMMUNITY ASSOCIATION, INC.
24301 WALDEN CENTER DRIVE SUITE 300
BONITA SPRINGS, FL 34134

Re: Document Number N01000008512

The Articles of Amendment to the Articles of Incorporation for SUN CITY CENTER FT. MYERS COMMUNITY ASSOCIATION, INC. which changed its name to PELICAN PRESERVE COMMUNITY ASSOCIATION, INC., a Florida corporation, were filed on February 23, 2004.

The certification requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H04000038707.

Should you have any question regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Darlene Connell
Document Specialist
Division of Corporations

Letter Number: 504A00012347

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
SUN CITY CENTER FT. MYERS COMMUNITY ASSOCIATION, INC.**

Sun City Center Ft. Myers Community Association, Inc., a Florida not-for-profit corporation ("Association"), having charter number N01000008512 and having filed its Articles of Incorporation with the Florida Department of State on December 5, 2001, under its corporate seal and through the signature of its President and Secretary, hereby certifies that a majority of the votes of each class of membership in the Association cast at a meeting of the Association membership duly called and noticed in accordance with the Association's By-Laws on the 20th day of February, 2004, and the number of votes was sufficient for approval, approved the following resolution amending the Articles of Incorporation, all pursuant to and in accordance with the procedure for amending said Articles of Incorporation as set forth in Article X thereof:

RESOLVED, that the title of the Articles of Incorporation shall be changed from "Articles Of Incorporation Of Sun City Center Ft. Myers Community Association, Inc." to "Articles Of Incorporation Of Pelican Preserve Community Association, Inc".

FURTHER RESOLVED, Article I of the Articles of Incorporation shall be revised to read as follows:

The name of the corporation shall be PELICAN PRESERVE COMMUNITY ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

FURTHER RESOLVED, the introductory paragraph of Article II of the Articles of Incorporation shall be revised to read as follows:

Section 1. Purpose. This Community Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Community Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Community Association in furtherance of one or more of its purposes. The general purpose of this Community Association is to promote the common interests of the property owners in Pelican Preserve, formerly known as Sun City Center Ft. Myers (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Community Association contemplated in the Community Declaration for Pelican Preserve recorded in the Public Records of Lee County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

FURTHER RESOLVED, that any and all references in the Articles of Incorporation to the phrase "Sun City Center Ft. Myers" shall hereinafter refer to the phrase "Pelican Preserve."

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name by its President and its corporate seal to be affixed hereunto and attested by its Secretary to be effective as of February 20, 2004.

SUN CITY CENTER FT. MYERS COMMUNITY ASSOCIATION, INC., now known as PELICAN PRESERVE COMMUNITY ASSOCIATION, INC.

By: *Michael Hessel*
Michael Hessel, President

(Corporate Seal)

Attest: *Sylvia Keith*
Sylvia Keith, Secretary

STATE OF FLORIDA
COUNTY OF Lee

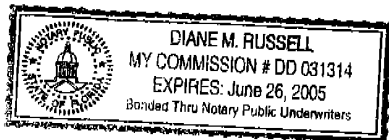
The foregoing instrument was acknowledged before me this 20 day of February, 2004, by Michael Hessel and Sylvia Keith, as President and Secretary, respectively, of SUN CITY CENTER FT. MYERS COMMUNITY ASSOCIATION, INC., now known as PELICAN PRESERVE COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me or have produced _____ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)

Diane M. Russell
(Signature)
Name: Diane M. Russell
(Legibly Printed)
Notary Public, State of Florida

(Commission Number, if any)



**RESOLUTION OF THE BOARD OF DIRECTORS OF
SUN CITY CENTER FT. MYERS COMMUNITY ASSOCIATION , INC.
ADOPTING AMENDMENT TO BY-LAWS FOR THE ASSOCIATION**

WHEREAS, Article VII of the By-Laws of Sun City Center Ft. Myers Community Association, Inc. (the "Association") states that amendments can be undertaken to the By-Laws upon the affirmative vote of two-thirds (2/3) of the Board of Directors, and after notice to the members, by the Class A voting interests in the Community Association, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership; and

WHEREAS, certain proposed amendments were approved by the requisite directors of the Association (at a duly called and noticed meeting of the Board of Directors of the Association held on February 20, 2004, at which a quorum was present), and by the requisite number of Association members at a duly called and noticed special meeting of the Association membership held on February 20, 2004, at which a quorum was present);

NOW, THEREFORE, the directors of the Association, based upon the above-referenced approvals, hereby state and resolve that the following amendments to the Bylaws are and shall be effective as of the date hereof, and direct that this resolution be recorded as an exhibit to an amendment to the Community Declaration for Pelican Preserve (CODING: double-underlined text has been added, ~~strikeout text~~ has been deleted):

1. The title of the By-Laws is hereby renamed from "By-Laws of Sun City Center Ft. Myers Community Association, Inc." to "By-Laws of Pelican Preserve Community Association, Inc."


2. The introductory paragraph of Article I of the Bylaws is hereby amended to read as follows:


The name of the corporation is PELICAN PRESERVE SUN CITY CENTER FT. MYERS COMMUNITY ASSOCIATION, INC. (hereinafter referred to as the "Community Association"), and its initial office for the transaction of its affairs shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134. 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 (hereinafter referred to as the "Board").

3. Any and all references in the By-Laws to the phrase "Sun City Center Ft. Myers" shall hereinafter refer to the phrase "Pelican Preserve."

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have signed this resolution on February 20, 2004.

**Sun City Center Ft. Myers Community
Association, Inc., now known as
Pelican Preserve Community Association, Inc.**

BY: 
As its President

Attest: 
As Its Secretary