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Prepared without opinion by and return to:
William L. Owens, Esq.
Bond, Schoeneck & King, P.A.
4001 Tamiami Trail North, Suite 250
Naples, Florida 34103

Retn:
KENSINGTON PARK MASTER ASSOC
2700 PINE RIDGE RD
NAPLES FL 34109

CERTIFICATE OF AMENDMENT AND RESTATEMENT

The undersigned, being the duly elected and acting President of KENSINGTON PARK MASTER ASSOCIATION, INC., a Florida corporation not-for-profit (the "Master Association"), does hereby warrant and certify that each of the following are true and correct:

1. The Master Declaration And General Protective Covenants, Conditions And Restrictions For Kensington Park recorded on May 12, 1993 in O.R. Book 1825, Pages 186 et seq., of the Public Records of Collier County, Florida, as amended (the "Prior Declaration"), is hereby amended, restated and replaced in its entirety by the Amended And Restated Master Declaration And General Protective Covenants, Conditions And Restrictions For Kensington Park which is attached hereto and made a part hereof (the "Restated Declaration"). J. Dudley Goodlette, as Trustee, the Successor Declarant under the Prior Declaration (the "Successor Declarant"), is no longer the sole voting Member¹ of the Master Association. The Master Association is the successor to all of the rights, powers, duties, privileges and responsibilities of the Successor Declarant. The Restated Declaration was duly approved and adopted by the affirmative vote of not less than two-thirds (2/3) of all Members of the Master Association at an Annual or Special meeting called for the purpose of amending, restating and replacing the Prior Declaration. The full text of the Restated Declaration was included in the notice of such Annual or Special meeting. The voting requirements specified for any action under any provisions of the Prior Declaration were also complied with for any amendment of such provisions. No amendments to the Prior Declaration are in contravention of the duties, responsibilities or obligations of the Master Association or the Members as provided in the Prior Declaration.

2. The Articles Of Incorporation of Kensington Park Master Association, Inc. filed with the Florida Secretary of State on May 10, 1993 and recorded on May 12, 1993 in O.R. Book 1825, Pages 260 et seq., of the Public Records of Collier County, Florida (the "Prior Articles"), are hereby amended, restated and replaced in their entirety by the Amended And Restated Articles Of Incorporation of Kensington Park Master Association, Inc. which are attached hereto and made a part hereof (the "Restated Articles"). The Successor Declarant is no longer the Declarant Member of the Master Association. The Restated Articles were proposed by unanimous consent of the Board of Directors and duly approved and adopted by not less than two-thirds (2/3) of the Members of the Master Association at an Annual or Special meeting called for the purpose of amending, restating and replacing the Prior Articles. The full text of the Restated Articles was included in the notice of such Annual or Special meeting. The voting

¹ Except as otherwise defined herein, all Capitalized Terms in this Certificate Of Amendment And Restatement shall have the meaning given to them under the Prior Declaration.

