

N00000002428

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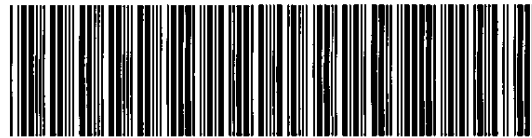
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAY 15 PM 12:36

FILED

Amend +
Name
Change

sf



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 27, 2006

Michelle M. Schmidt
Mathews & Hawkins
4475 Legendary Drive
Destin, FL 32541

SUBJECT: MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N00000002428

We have received your document for MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The amendment cannot be filed until the corporation has been reinstated.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 106A00028724

RECEIVED
06 MAY 11 AM 8:00
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC.**

FILED

06 MAY 15 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following articles are hereby adopted and intended to replace those same numbered articles previously adopted in the filed Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "Ariel Dunes Condominium Owners Association, Inc." (the "Association") and the street address of its initial principal office is 348 Enterprise Drive, Valdosta, Georgia 31601.

ARTICLE II. PURPOSE

This association is organized for the purpose of providing an entity under the Florida Condominium Act ("the Act") for the operation of a condominium located in Walton County, Florida, and known as Ariel Dunes, a Condominium ("the condominium"), to be created under the declaration of condominium ("the declaration").

ARTICLE VI. DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Wayne Jones	184 Twelve Oaks Lane Freeport, Florida 32439
R. Ryan Holmes	348 Enterprise Drive Valdosta, Georgia 31601
Kevin King	348 Enterprise Drive Valdosta, Georgia 31601
Angus G. Andrews, Jr.	P.O. Box 405 Defuniak Springs, Florida 32435

Until unit owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(C) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of four (4) members. The first election of Directors shall not be held until required by the Condominium Act, Chapter 718, Fla. Stat. (1999), including Section 718.301(1)(a)-(e) thereof, or until the Developer elects to terminate its control of the Association. The provisions of Section 718.301 (1) (a)-(e) are set forth in Article (D) below.

(D) Section 718.301 (1)(a)-(e) of the Condominium Act provides as follows:

"718.301 Transfer of association control.-

- (1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:
 - (a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;
 - (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or
 - (e) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to §718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the associa-

tion. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration."

(E) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors. After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of 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.

ARTICLE VII. OFFICERS

The affairs of the Association shall be administered 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 of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Angus G. Andrews, Jr.	President	P.O. Box 405 Defuniak Springs, Florida 32435
C. Wayne Jones	Vice President	184 Twelve Oaks Lane Freeport, Florida 32439
Kevin King	Secretary	348 Enterprise Drive Valdosta, Georgia 31601
R. Ryan Holmes	Treasurer	348 Enterprise Drive Valdosta, Georgia 31601

ARTICLE XII. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dana C. Matthews	4475 Legendary Drive Destin, Florida 32541

ARTICLE XIII. APPOINTMENT OF REGISTERED AGENT AND OFFICE

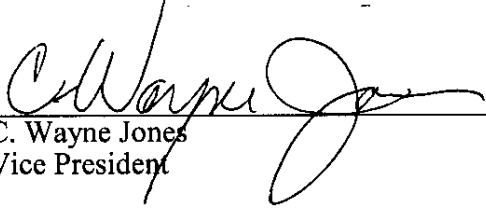
Dana C. Matthews is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 4475 Legendary Drive, Destin, Florida 32541.

SECOND: The date of each amendment's adoption: February 19, 2004

THIRD: The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

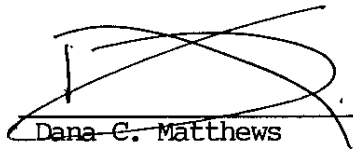
FOURTH: All articles of the previously adopted and filed Articles of Incorporation not replaced herein are ratified and reaffirmed

Signed this 24 day of April, 2006.


C. Wayne Jones
Vice President

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Dana C. Matthews