

N 19924

LAW OFFICE OF
JOHN P. TOWNSEND, P.A.
142 EGLIN PARKWAY, S.E.
FORT WALTON BEACH, FLORIDA 32548

E-MAIL
JPTOWNPA@AOL.COM

(850)664-7772
FAX (850)664-7774

June 22, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GARNIER'S
CAY PHASE II OWNERS ASSOCIATION, INC.

Dear Filing Administrator:

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Enclosed you will find the following:

1. CERTIFICATE OF AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION OF GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.;
2. Original and one copy of AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.; and
3. Check payable to Secretary of State in the amount of \$43.75 (including filing fee of \$35.00 and fee for certification of enclosed copy of \$8.75).

If you find the enclosed documents to be in proper order, please file the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC. in accordance with the provisions of Chapter 617, Florida Statutes, and please certify and return to my office the enclosed copy of the amended and restated articles.

Thank you for your attention to this matter.

Sincerely,

John P. Townsend

Encl: As stated.

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Amended
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Art.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

ARTICLE I - NAME

The name of this corporation is GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State of Florida.

ARTICLE III - PLACE OF BUSINESS

The principal office of the Association is located at 289 Shalimar Drive, Shalimar, FL 32579.

ARTICLE IV - REGISTERED AGENT

JOHN P. TOWNSEND whose address is 142 Eglin Parkway, SE, Fort Walton Beach, FL 32548 is hereby appointed the registered agent of this association.

ARTICLE V - PURPOSE

The association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to provide for the maintenance, preservation and payment of ad valorem taxes on the common elements, maintenance of the common elements in which all of the members of the association have a common interest which are described as follows:

(See Exhibit "A" attached hereto and made a part hereof)

and to promote the health, safety and welfare of the lot owners with respect to the above-

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

described common property and for this purpose to:

(a) 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 of Covenants, Conditions and Restrictions, hereinafter called "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk of Circuit Court as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any of such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not For Profit Corporation Law of the State of Florida by law may or hereafter have or exercise.

ARTICLE VI- MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by a Declaration of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VII- BOARD OF DIRECTORS

The affairs of this Association shall be managed by a board of three (3) directors. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Hubert "Rocky" Bates
289 Shalimar Drive
Shalimar, FL 32579

Janice Carlson
265 Shalimar Drive
Shalimar, FL 32579

Edward Stevens
283 Shalimar Drive
Shalimar, FL 32579

At each annual meeting, the members shall elect one (1) director for a term of three (3) years. Directors shall continue to hold office until replaced at the next annual meeting of the membership.

ARTICLE VIII - DISSOLUTION


The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX - AMENDMENTS


Amendment of these Articles shall require assent of two-thirds (2/3) of the entire membership and the By-Laws may be made, altered or rescinded by a regular or special meeting of the members, by a vote of two-thirds (2/3) of majority of a quorum of members present in person or by proxy at such quorum as prescribed in the By-Laws.

IN WITNESS WHEREOF, for the purpose of amending the Articles of Incorporation of this corporation in accordance with the laws of the State of Florida, we, the undersigned, have executed these Amended and Restated Articles of Incorporation this _____ day of _____, 2000, or such other dates as appear opposite our signatures.


STATE OF FLORIDA
COUNTY OF OKALOOSA


Hubert "Rocky" Bates, Director
289 Shalimar Drive
Shalimar, FL 32579

Dated: June 13, 2000


Janice Carlson, Director
265 Shalimar Drive
Shalimar, FL 32579

Dated: June 13, 2000


Edward Stevens, Director
283 Shalimar Drive
Shalimar, FL 32579

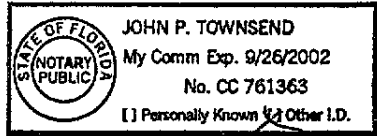
Dated: June 13, 2000

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, HUBERT "ROCKY" BATES, who is known to be the person described in and who before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 13th day of June, 2000.



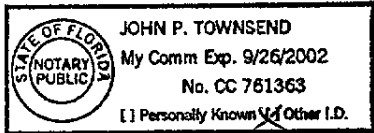
John P. Townsend
NOTARY PUBLIC
My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, JANICE CARLSON, who is known to be the person described in and who subscribed the above as Director of GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC. and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 13th day of June, 2000.



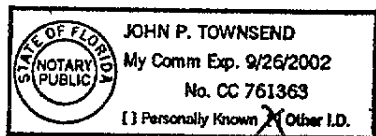
John P. Townsend
NOTARY PUBLIC
My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, EDWARD STEVENS, who is known to be the person described in and who subscribed the above as Director of GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC. and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 13th day of June, 2000.



John P. Townsend
NOTARY PUBLIC
My Commission Expires: _____

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

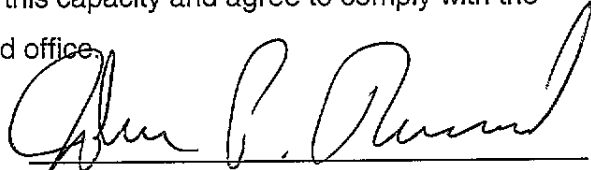
NOTARY PUBLIC
My Commission Expires: _____

OATH OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

I, JOHN P. TOWNSEND, having been named to accept service of process for GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC. at 142 Eglin Parkway, SE, Ft. Walton Beach, FL 32548, hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



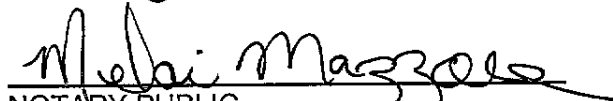
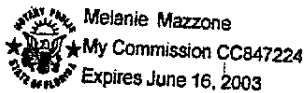
JOHN P. TOWNSEND - Registered Agent

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, JOHN P. TOWNSEND, who is known to be the person described in and who before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 22nd day of June, 2000.



NOTARY PUBLIC
My Commission Expires: _____

Garnier's Cay Phase II, a townhouse development, recorded in Plat Book 10, Page 16, Public Records of Okaloosa County, Florida, LESS AND ACCEPT Units/Lots 1 through 18 inclusive.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

All of GARNIER'S CAY PHASE II, a resubdivision of a portion of Block 1, Shalimar (Plat Book 1, Page 91), Section 6, Township 2 South, Range 23 West, Town of Shalimar, Okaloosa County, Florida, recorded in Plat Book 10, at Page 16, Public Records of Okaloosa County, Florida, a townhome project.

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.**

Before me, the undersigned authority, personally appeared HUBERT "ROCKY" BATES, President of GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC., a Florida not for profit corporation, who certifies in accordance with the provisions of section 617.1007(3), Florida Statutes, that:

(a) The "AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC." which are attached hereto and filed herewith contains amendments to the articles requiring member approval.

(b) The information required by section 617.1006, Florida Statutes, is as follows:

1. The name of the corporation is GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC.

2. The text of each amendment adopted is set forth in the "AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC." which are attached hereto and filed herewith.

3. The date of adoption by members of GARNIER'S CAY PHASE II OWNERS ASSOCIATION, INC. of the amendments was March 15, 2000. The number of votes cast for the amendments were sufficient for approval.

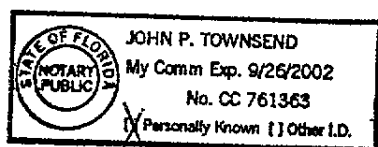


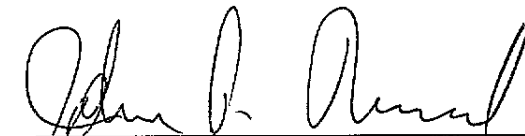
HUBERT "ROCKY" BATES
President

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was sworn to and subscribed before me this 23rd day of June, 2000 by HUBERT "ROCKY" BATES, () to me personally known/() who produced the following identification: N/A





NOTARY PUBLIC