

714581

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

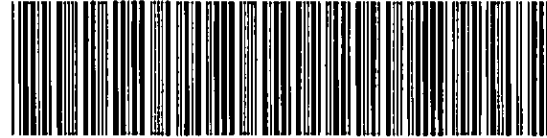
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500322345155

01/31/19--01001--018 **8.75

12/28/18- 01000 000 **17.00

FILED

2019 JAN 31 PM 12:58

CLERK OF STATE
TALLAHASSEE, FL

C. GOLDEN

FEB - 1 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gulf Pines Associates, Inc.

DOCUMENT NUMBER: 714581

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Philip Tatar
(Name of Contact Person)

(Firm/ Company)

P.O. Box 6051
(Address)

Miramar Beach, Florida 32550
(City/ State and Zip Code)

ptatar@q.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John W. Hawkins at 850 259-1266
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 11, 2019

JOHN W. HAWKINS
POST OFFICE BOX 6051
MIRAMAR BEACH, FL 32550

SUBJECT: GULF PINES ASSOCIATES, INC.
Ref. Number: 714581

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 019A00000769

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF GULF PINES ASSOCIATES, INC.

FILED
2019 JAN 31 PM 12:58
CLERK OF CIRCUIT COURT
JACKSONVILLE, FL

1. NAME. The name of the corporation shall be GULF PINES ASSOCIATES, INC. (the "Corporation"). For convenience, the Corporation shall be referred to in this instrument as the "Corporation," these Articles of Incorporation as the "Articles," and the Bylaws of the Corporation as the "Bylaws."
2. PURPOSE AND PLACE OF BUSINESS. The purpose for which the Corporation is organized under the provisions of Chapter 617 of the Florida Statutes (the "Act"), for pleasure, recreation and other non-profitable purposes in Gulf Pines Subdivision, Walton County, Florida ("Gulf Pines"), substantially all the activities of which are for such purposes and no part of the net earnings of which inure to the benefit of any member of the Corporation. The place where the principal business of the Corporation is transacted is Gulf Pines.
3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Act and the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires.
4. POWERS. The powers of the Corporation shall include and be governed by the following:
 - 4.1 General. The Corporation shall have all the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.
 - 4.2 Enumeration. The Corporation shall have all the powers and duties set forth in the Act except as limited by these Articles (as they may be amended from time to time), the Bylaws (as they may be amended from time to time), and all of the powers and duties reasonably necessary to operate community property within Gulf Pines which is owned by the Corporation, or otherwise, (collectively the "Community Property"), including but not limited to the following:
 - 4.2.1 To establish annual dues in such manner and in such amount as may be provided in the Bylaws, and to use the proceeds thereof in the exercise of its powers and duties.
 - 4.2.2 To maintain, repair, replace, reconstruct, add to, and operate Community Property.
 - 4.2.3 To purchase insurance upon the Community Property and insurance for the protection of the Corporation, its Officers, Directors, and members of the Corporation.
 - 4.2.4 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Community Property and for the health, comfort, safety, and welfare of the members of the Corporation.
 - 4.2.5 To enforce by legal means the provisions of the Act, these Articles, the Bylaws, the Rules and Regulations promulgated by the Corporation, Walton County codes, and local, state and federal laws affecting Gulf Pines.

4.2.6 To buy, lease, hold and exercise all privileges of ownership in and to all real or personal property as may be necessary or convenient for the conduct and operation of the business of the Corporation or incidental thereto.

4.3 Community Property. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of these Articles and the Bylaws.

4.4 Distribution of income. The Corporation shall make no distribution of income to its members, Directors or officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Act, these Articles, and the Bylaws.

5. MEMBERS. The members of the Corporation shall consist of all record Owners of real property in Gulf Pines.

5.1 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot owned in Gulf Pines (a "Lot"), which vote shall be exercised or cast in the manner provided by the Bylaws. Only members whose annual dues are current for any given Lot shall be entitled to vote. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned for which annual dues are current. A Lot owner shall not be entitled to more than one vote per Lot, regardless of the number of owners on the deed or document conveying title to such Lot.

5.2 Voting by proxy. There shall be no voting by proxy except by a signed written proxy authorizing approval or disapproval of the specific matter to be voted upon and designating the name or office of the proxy holder who is entitled to cast such vote.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence.

7. OFFICERS. The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

7.1 The current Officers, their respective offices, and their addresses are identified in the Annual Report filed with the Secretary of State, Division of Corporations of the State of Florida.

8. DIRECTORS.

8.1 Number and Qualification. The Board of Directors of the Corporation shall consist of five members all of whom must be voting members of the Corporation. At each annual meeting, the members shall elect for a term of three (3) years the number of directors whose terms of office

have expired. Directors shall serve on the Board of Directors with staggered terms so that no more than two Directors terms shall expire in any given year.

8.2 Duties and powers. All the duties and powers of the Corporation existing under the Act, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by members when such approval is specifically required.

8.3 Election; removal. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

8.4 The current Directors and their addresses are identified in the Annual Report filed with the Secretary of State, Division of Corporations of the State of Florida.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

10. AMENDMENTS.

10.1 These Articles may be altered, amended, revised, changed or restated in all or in part (an "Amendment") by a vote of two-thirds (2/3) of the members present and voting at any regular meeting of the Corporation or at any special meeting of the Corporation called for that purpose. Notice of any amendment to be made at an annual meeting of the members must be given at least fifteen (15) days before such meeting and must set forth the amendments to be considered. Notice of any amendment to be made at a special meeting of the members must be given at least thirty (30) days before such meeting and must set forth the amendments to be considered.

10.2 Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.

10.3 Effective Date. An amendment when adopted shall become effective after being filed with the Secretary of State according to law.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT. The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

January 27, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

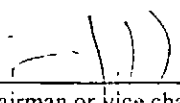
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 18, 2019 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John W. Hawkins

(Typed or printed name of person signing)

Treasurer

(Title of person signing)