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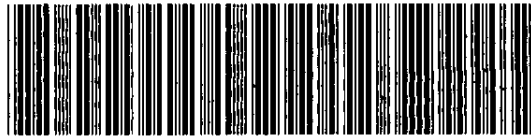
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Amended &  
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Art.

D. CONNELL JAN 12 2010

**BECKER &  
POLIAKOFF**

348 Miracle Strip Parkway SW  
Paradise Village, Suite 7  
Fort Walton Beach, Florida 32548  
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January 4, 2010

Reply To:  
Fort Walton Beach  
rnewman@becker-poliakoff.com

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Amendments to Articles of Incorporation of The Grand  
Mariner Owners Association, Inc.

Ladies and/or Gentlemen:

Enclosed is a check in the amount of \$35.00 for the filing of the enclosed Articles  
of Amendments to the Articles of Incorporation for The Grand Mariner Owners  
Association, Inc. Please file these and return a date and time-stamped copy in the  
self-addressed stamped envelope enclosed.

Please contact me if you have further questions or comments.

Sincerely,



Raymond F. Newman, Jr.  
For the firm

RFN/tm

Enclosures: Original and one copy of subject document

ACTIVE: 2842223\_1

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\* by appointment only

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**THE GRAND MARINER OWNERS ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION  
SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

FILED  
10 JAN -7 PM 12:36  
CLERK OF COUNTY OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation shall be The Grand Mariner Owners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation, management, maintenance and control of that certain condominium known as The Grand Mariner Condominium (the "Condominium").

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires. The Association shall make no distribution of income to its Members, directors or officers.

**ARTICLE IV  
POWERS**

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the

Condominium pursuant to its Declaration, and as same may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and special Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary in the administration of the Condominium.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominium Property and for all other lawful purposes.

F. To approve or disapprove the transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration and the By-Laws of the Association.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium.

H. To contract for the management of the Condominium, and to delegate to the party with whom such contract has been entered into those certain powers and duties of the Association for the proper operation of the Association or Condominium, except (1) those which require specific approval of the Board of Directors or the Members of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-Laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ qualified personnel to perform the services required for proper operation of the Condominium.

J. To enter into agreements with other parties for easements as the Board of Directors may deem in the best interests of the Condominium.

K. To hire attorneys or other professionals for the purposes of bring legal action or enforcing rights in the name of and on behalf of the individual Members where such actions or rights are common to all of the Members; and to bring such action in the name of and on behalf of said Members.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

## **ARTICLE V** **MEMBERS**

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Okaloosa County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, the vote for each Unit shall be as specified in the Declaration and the By-Laws. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

**ARTICLE VI**  
**TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VII**  
**INCORPORATOR**

The names and addresses of the subscribers to these Articles of Incorporation were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Les Burke	303 Magnolia Avenue Panama City, Florida 32401
John N. McCabe	725 Miracle Strip Parkway Destin, Florida 32541
Nancy F. Padgett	303 Magnolia Avenue Panama City, Florida 32401

**ARTICLE VIII**  
**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 of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

**ARTICLE IX**  
**DIRECTORS**

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of seven (7) directors. All Directors must be Members of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected annually at the annual meeting in a manner determined by the By-Laws of the Association and in compliance with the provisions of Chapter 718, Florida Statutes (2008) and such other statutes and administrative regulations applicable to the operation of a condominium association in the State of Florida, all as amended from time to time. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## **ARTICLE X INDEMNIFICATION**

10.1 Indemnity. To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a director, employee, officer or a committee member appointed by the Association, against expenses (including reasonable attorney's fees and reasonable appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; and, with respect to any criminal action or proceeding; except, that no indemnification shall be made in respect of any claim, issue or matter to the extent it results from such person's willful misfeasance or malfeasance in the performance of his or her duty to the Association or that such person shall have been found and adjudged to have committed fraud. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his conduct was unlawful.

10.2 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.3 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.4 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or

duly appointed committee member of the Association, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

## **ARTICLE XI** **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment shall be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment shall be approved by not less than two-thirds (2/3rds) of the total Voting Interests of the Association. Such approval may be given at a duly called meeting of the Members at which a quorum is present by the requisite number of the Voting Interests voting in person or by proxy or by the written agreement of the requisite number of the total Voting Interests. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership or in the voting rights or property rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Act or the Declaration or any other applicable law or regulation.

11.4 Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Okaloosa County, Florida.

## **ARTICLE XII** **PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation shall be located at 1100 East Highway 98, Destin, Florida 32541, but the Corporation may transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.



**ARTICLE XIII**

**NAME OF REGISTERED AGENT AND REGISTERED OFFICE ADDRESS**

The registered agent of this Corporation is Allison Rogers, and the registered office address is 1100 East Highway 98, Destin, Florida 32541. The Board of Directors may from time to time change the registered agent as permitted by law.

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE GRAND MARINER OWNERS ASSOCIATION, INC.

THE UNDERSIGNED, being the duly elected and acting President of The Grand Mariner Owners Association, Inc., a Florida corporation not for profit, 1100 Highway 98 East, Destin, FL 32541 does hereby certify that the attached Amended and Restated Articles of Incorporation of The Grand Mariner Owners Association, Inc. which contains amendments requiring membership approval was proposed and duly adopted by the Board of Directors, and approved and duly adopted by more than 63 2/3<sup>rd</sup>% of the members on November 21, 2009, at a meeting of the members when a quorum was present, after due notice. The number of votes cast by the directors and by the members was sufficient for the approval thereof.

THE GRAND MARINER OWNERS  
ASSOCIATION, INC.

Witnesses:

John Smith

Printed Name:

Nancy E Lee

Printed Name:

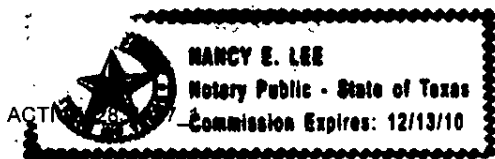
By:

Donald B Holley  
Don Holley, Its President

STATE OF Texas  
COUNTY OF Burleson

Before me, the undersigned authority, appeared Don Holley, to me personally known and known to be the President of The Grand Mariner Owners Association, Inc., a Florida non-profit corporation, and he acknowledged to and before me that he executed the foregoing Certificate of Amendment for the uses and purposes therein stated.

WITNESS my hand and official seal this 21 day of December 2009



Nancy E Lee  
NOTARY PUBLIC  
My Commission Expires: