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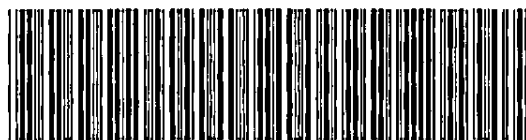
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Dunes Club Villas Owners Association, Inc.

DOCUMENT NUMBER: N01000004090

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

Please return all correspondence concerning this matter to the following:

Alexandra M. Amador, Esq.

(Name of Contact Person)

McCabe & Ronsman

(Firm/ Company)

110 Solana Road, Suite 102

(Address)

Ponte Vedra Beach, FL 3202

(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alexandra M. Amador

904

396-0090

at

(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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(Additional copy is
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☐ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF AMENDMENT & RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
DUNES CLUB VILLAS OWNERS ASSOCIATION, INC.**

A Florida Corporation Not-for-Profit

Document Number: N01000004090

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION were adopted on Dec. 2, 2020, by the Members of **DUNES CLUB VILLAS OWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation, pursuant to the provisions of sections 617.1006 and 617.1007, Florida Statutes.

**ARTICLE I.
NAME**

The name of this corporation is DUNES CLUB VILLAS OWNERS ASSOCIATION, INC., (hereinafter referred to as the "Association").

**ARTICLE II.
PURPOSE**

The purposes and object of the Association shall be to administer the operation and management of Dunes Club Villas, A Condominium (hereinafter "the Condominium") which was established by Dunes Club Villa Company, L.L.C., a Florida limited liability company in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Condominium Act"), upon that certain real property in Nassau County, Florida, as described on Exhibit "A" attached to the Declaration of Condominium of Dunes Club Villas, A Condominium, and incorporated herein by reference.

The Association shall undertake and perform all acts and duties incident to the operation and management of the Condominium in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration of Condominium (the "Declaration") as recorded in the public records of Nassau County, Florida, and the Condominium Act.

**ARTICLE III.
POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and under the Condominium Act, and the Declaration of Condominium.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and amend reasonable rules and regulations governing the use of the property, real and personal, in the Condominium, including the Units, Common Elements, and Limited Common Elements, and such property owned by the Association provided, that such regulations or amendments thereto shall not conflict with the restrictions and limitations which may be placed upon the use of such property under the terms of the Articles and Declaration, and to impose fines for violations of such rules and regulations;

2. Acquire, own, hold, operate, lease, encumber, convey, exchange, manage, and otherwise trade and deal with property, real and personal, including Association property and Units, of and in the Condominium, as may be necessary or convenient in the operation, administrations, and management of the Condominium, and in accomplishing the purposes set forth in the Declaration;

3. Own, manage, administer and operate such property as conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members;

4. Grant, modify or move any easement if the easement constitutes part of or crosses the Common Property or property owned by the Association, without the joinder of any Unit owner,

5. Make, levy and collect assessments against Members of the Association, including without limitation assessments for reserves and for betterments to the Condominium and/or Association property, against Members and Members' Units to defray the Common Expenses of the Condominium, the costs of the Condominium and the property owned by the Association and use the proceeds of assessments in the exercise of the powers and duties of the Association, as provided in the Declaration and the Bylaws;

6. Maintain, repair, replace, operate and manage the Condominium Property, and any property owned by the Association, whether the same is required to be done and accomplished by the Association for the benefit of the Members, and to further improve and add to the Condominium Property and other property owned by the Association;

7. Operate, maintain and manage pursuant to its obligations under the Declaration the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules; and pursuant to its obligations under the Declaration, assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system;

8. Levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the surface water or stormwater management system(s), pursuant to its obligation under the Declaration;

9. Maintain and repair the surface water or management system(s) including, but not limited to, work within retention areas, drainage structures and drainage easements, pursuant to its obligation under the Declaration;

10. Contract for the management of the Condominium and Association property and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws, the Articles, and the Condominium Act, and to authorize a management agent to assist the Association in carrying out its powers and duties, including but not limited to the performance of such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements and property owned by the Association with funds as shall be made available by the Association for such purposes. Any such contract shall be terminable for cause upon the giving of thirty (30) days prior written notice and shall be for a term of from one (1) to three (3) years. Any such contract shall be renewable by consent of the Association and the management. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;

11. Enforce by legal means the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all Rules and Regulations and Covenants and Restrictions governing use of and in the Condominium established;

12. Pay all taxes and assessments which are liens against any part of the Condominium other than Units and the appurtenances thereto, and assess the same against the Members and their respective Units subject to such liens;

13. Carry insurance for the protection of Members and the Association against casualty and liability, including Directors' liability insurance;

14. Repair and reconstruct improvements after casualty;

15. Pay all costs of power, water, sewer and other utility services rendered to the Condominium or to the Association and not billed to the owners of the separate Units;

16. Employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association;

17. Convey a portion of the common elements to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of Members, manner of their admission to and termination of membership and voting by Members are as follows:

A. The owners of all Units in the Condominium shall be Members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Unit in the Condominium. The membership of any person or entity shall be automatically terminated upon being divested of title or interest in such Unit.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded warranty deed, or other document transferring title to the Unit.

D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Unit, or the Unit is owned by more than one person, the Unit Owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the Bylaws or the Declaration of Condominium.

E. Except as an appurtenance to a dwelling Unit owned by the Member, no Member can assign, hypothecate or transfer in any manner, the Unit Owner's membership in the Association or interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, the Condominium Act and the Bylaws hereof.

ARTICLE V. VOTING

A. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit in the Condominium. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the Bylaws of this Association. B.

Should any Member own more than one Unit, such Member shall be entitled to exercise or cast one vote for each Unit, in the manner provided for in the Bylaws.

ARTICLE VI. TERM OF EXISTENCE

Existence of the Association commenced with the filing of the Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE VII. OFFICE ADDRESS

The principal office of the Association is 1700 Dunes Club Place, Amelia Island Plantation, Amelia Island, Florida 32034, or such other place as the Board of Directors may designate.

ARTICLE VIII.
BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors having not less than three (3) nor more than seven (7) members. Commencing with the turnover meeting, the number of members of the Board of Directors shall be five (5). Thereafter, the Unit Owners may, at any regular or special meeting, vote to increase or decrease the number of Board members so long as not less than three (3) or more than seven (7) Board members are elected and so long as the Board consists of odd number of directors.

B. Subject to the Declaration of Condominium, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the Bylaws.

ARTICLE IX.
OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association.

C. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

D. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

ARTICLE X.
AMENDMENT TO ARTICLES

A. An amendment to the Articles shall be proposed by the Board of Directors after adopting a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be affected by the amendment shall be given to each Member entitled to vote at such meeting in accordance with the bylaws. The proposed amendment shall be adopted upon

receiving at least seventy-five percent (75%) of the votes which Members present at such meeting or represented by proxy are entitled to cast.

B. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XI. **DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system(s) must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII. **ARTICLE CONSOLIDATION**

These adopted amended restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

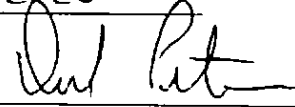
ARTICLE XIII. **REQUIRED ADOPTION INFORMATION**

Date of adoption:

These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation which required Member approval. The date of adoption of the amendments was November 4, 2020, and the votes cast were sufficient for approval.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 12-2-20

Signature: 

Printed Name: David Peterson

Title: President

COUNTY OF Nassau)

STATE OF FLORIDA)

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 2 day of December, 2020, by David Petersen as President of Dunes Club Villas Owners Association, Inc., on behalf of the corporation.

[Seal]



ALEXANDRA MAMADOR
Commission # GG 141649
Expires October 16, 2021
Bonded Third Budget Notary Services

Alexandra M. Mamador
Signature of Notary Public, State of Florida

Alexandra M. Mamador
Print, Type, or Stamp Name of Notary Public

☒ Personally Known OR

☐ Produced _____ as identification