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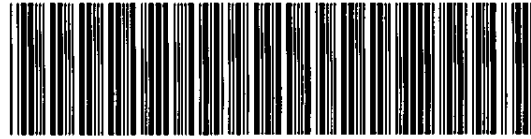
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*Amended &  
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*10/08  
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

**Sunset Harbor Docks, Inc**

NAME OF CORPORATION: \_\_\_\_\_

**N02000007863**

DOCUMENT NUMBER: \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

**Clayton B. Studstill**

\_\_\_\_\_  
(Name of Contact Person)

**The Studstill Law Firm, PLLC**

\_\_\_\_\_  
(Firm/ Company)

**326 Reid Avenue**

\_\_\_\_\_  
(Address)

**Port St. Joe, FL 32456**

\_\_\_\_\_  
(City/ State and Zip Code)

**cstudstill@gmail.com**

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

For further information concerning this matter, please call:

**Clayton B. Studstill**

\_\_\_\_\_  
(Name of Contact Person)

at **(850) 323-0792**

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SUNSET HARBOR DOCKS, INC.**

June 27, 2012

CHARTER NUMBER N02000007863

The undersigned by this document desires to amend and restate the Articles of Incorporation for Sunset Harbor Docks, Inc., a Florida corporation not for profit, which was originally filed with the Florida Department of State on October 11, 2002. The undersigned hereby presents these amended and restated Articles of Incorporation (hereinafter the "Article of Incorporation," or the "Articles"), which were duly adopted by the Directors after a unanimous vote of the Certificate Members on June 27, 2012. The undersigned further states that there is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of the restated Articles of Incorporation, other than the inclusion of various amendments all of which were adopted pursuant to Subsections 617.01201, 617.1006, and 617.1007(4), Fla. Stat., the omission of matters of historical interest, and alterations to the format and style.

**AMENDED AND RESTATED ARTICLES OF  
INCORPORATION  
OF**

**SUNSET HARBOR DOCKS**

A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF FLORIDA

**ARTICLE I**

**GENERAL**

1.1 Name. The name of this corporation shall be Sunset Harbor Docks, Inc. (hereinafter the "Association").

1.2 Location. The place where the Association is to be located shall be in the Sunset Harbor townhome community (Sunset Harbor) in the City of Mexico Beach, Bay County, Florida. Its Post Office address shall be P.O. Box 16, Cairo, GA 39828. The principal place of business shall be located within the Sunset Harbor townhome community in Mexico Beach, Florida.

1.3 Gender. Any word, phrase, or term included in these Articles that denotes one gender may be applied equally to another gender.

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## **ARTICLE II**

### **PURPOSES OF ASSOCIATION**

The general nature and purpose of the Association shall be as follows:

To promote all civic and educational improvements; to promote and protect the peace, quiet, happiness and standards of living of persons residing in Sunset Harbor, and to promote and protect the values of real estate situated in the aforesaid area; to foster and advance civic interest among its members; to represent the residents of Sunset Harbor in matters of common interest which require organizational representation; to sponsor improvements in Sunset Harbor, including but not limited to, the repair of and maintenance of the driveway, easements, plumbing, landscaping of common areas, retaining and seawalls, to provide and maintain such services, facilities and improvements as are deemed necessary by the Board of Directors for the benefit of the Members; to make available recreation facilities including but not limited to, the common docks, boat slips and storage facilities now or hereafter owned by the Association to Members for their enjoyment; to prescribe reasonable, uniform and non discriminatory rules and regulations, and to provide for the physical and financial enforcement thereof for the use and enjoyment of the Members; and to enhance the natural beauty of Sunset Harbor; and to address any and all other matters reasonably determined by the Board of Directors to be beneficial to the Sunset Harbor community, including but not limited to, financial and property issues outside of but tangential to Sunset Harbor.

## **ARTICLE III**

### **DURATION OF THE ASSOCIATION**

The Association shall have perpetual existence.

## **ARTICLE IV**

### **MEMBERSHIP**

4.1 Members. There shall be one class of Members in the Association as provided in the By-Laws of this corporation. Within the By-Laws the Board of Directors has reserved the right to create a second class of Members to provide for future development possibilities.

4.2 Voting. The current holder of a certificate of membership in the Association shall be entitled to one vote per certificate.

4.3 Rights and Privileges of Membership. The rights and privileges of Members to the extent not set forth in these Articles shall be prescribed by the By-Laws and the laws of the State of Florida.

4.4 Voluntary Transfer of Unit Ownership. No sale, lease, or other transfer of an interest in a unit in Sunset Harbor may sever the unit from the common facilities, boat slips, etc. The right to use of the dock facility is always to be incident of unit ownership in Sunset Harbor with the only exception to be if additional boat slips are developed along the Association dock. Pursuant to the provisions of the By-Laws membership may be severed prior to the completion of a voluntary transfer.

4.5 Involuntary Transfer of Unit Ownership. In case of an execution sale, bankruptcy proceedings, or any other involuntary transfer of a unit in Sunset Harbor it will not be possible for the dispossessed to make claim on any of the common facilities of the Association to include but not be limited to boat slips and dockage. This subsection is to be interpreted and applied both prospectively and retrospectively. Pursuant to the provisions of the By-Laws membership may be severed prior to the completion of an involuntary transfer.

## **ARTICLE V**

### **VOTING**

5.1 Voting by the Members. The Members shall be entitled to one vote per unit owned in Sunset Harbor. Each unit is entitled to a certificate of membership and a vote on each matter presented for membership vote at any meeting held or called by the Association. This does not entitle the Members to a vote at Special Meetings or Board of Directors Meetings unless the By-Laws allow or require it.

5.2 Denial of the Right to Vote. Any Member who is more than ninety (90) days delinquent in the payment of any fees and assessments due to the Association may be denied the right to vote. If the Board determines that a Member is not qualified to vote then the unit shall not be counted in determining the presence of a quorum, or for any purpose requiring the approval of the person entitled to cast the vote for the unit.

5.3 Voting Certificate Requirement. If a unit is owned by one person, her right to vote shall be established by the record title to her unit. If a special class of Members has been created then the Board of Directors maintained Certificate registry establishes her right to vote. If more than one non-married persons own a unit, the person entitled to cast the vote for the unit shall be designated by a writing (certificate) signed by the owners, and filed with the Secretary of the Association. If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be an officer of the corporation, limited liability company or partnership as indicated by information on file with the Secretary of State, Department of Corporations, or other state maintained registry, and filed with the Secretary of the Association. If a unit is owned by a trust, a certificate signed by the Trustee of said trust, and filed with the Secretary of the Association shall designate the person entitled to cast the vote for the unit. If, the required certificate or proof of corporate officership is not on file with the Secretary of the Association, the vote of the unit shall not be counted in determining the presence of a quorum, or for any purpose

requiring the approval of the person entitled to cast the vote for the unit. Any such voting certificate shall be valid until revoked or superseded by a subsequent certificate, or until a change occurs in the Ownership of the unit.

## **ARTICLE VI**

### **OFFICERS AND DIRECTORS**

6.1 Composition of the Board of Directors and Designation of Officers. The affairs of this Association shall be managed by a Board of Directors composed of no less than three (3) Directors. The Members shall elect a President, a Vice President, and a Secretary/Treasurer. The Board may elect, add, or appoint any such officers, as it may deem necessary to execute and conduct the business and affairs of this Association.

6.2 Election of Officers and Directors. The Directors shall be elected as may be provided in the By-laws at the annual meeting. Said Board, at its Organizational Meeting to be held promptly following the adjournment of the Organizational Meeting of the Association, shall thereupon elect the officers of the Association. If the officers are not elected at the annual meeting, the Board shall elect officers as soon thereafter as is practical. The previous officers shall continue to serve in the interim. The date, time and place for holding the Annual Meeting of both the members and Directors may be changed by the By-laws from time to time. Special Meetings may be called in accordance with the provisions of the By-laws.

6.3 Term of Election. There shall be no limit to the number of terms that an Officer or Director may be elected to or appointed to serve.

6.4 Powers and Duties of Directors. The Board of Directors shall manage the affairs of the Association and shall have the power to secure funds to conduct the business of the Association, and to do all other matters not in conflict with these Articles of Incorporation, the Association's By-laws or the laws of the State of Florida.

6.5 Payment of Assessments.

(a) Assessments. The Board shall have the power and authority to levy assessments upon the Members to secure funds to carry out the purposes of the Association. There shall be interest on the unpaid balance of any assessment not received after ten (10) days of the due date.

(b) Fees and Charges. The Board of Directors shall also have the power to adopt reasonable fees and charges for services directly provided to the Members of the Association, and it shall have the discretion to bill such fees and charges to Members at such intervals as may be determined by the Board of Directors, or to include such fees and charges with the annual assessments levied upon Members, provided such fees and charges shall be separately identified.

(c) Lien Rights. All unpaid assessments levied by the Board of Directors shall be and become a first lien against the associated unit or personal property that may be found on Association property. This is to include vessels in boatslips and the contents of any storage facilities. Any lien shall be duly recorded in the public records of Bay County, Florida. The Association has a lien on each unit to secure the payment of all assessments and charges, including, but not limited to, general and special assessments, all other fees and charges levied by the Board of Directors, and all fines imposed by the Board of Directors. Further, assessments not paid within (30) days after the due date shall bear interest and late fees from the due date of such installment until paid at the maximum rate permissible under law.

If an installment is not paid within thirty (30) days after it is due, the Board may require the responsible Member to pay an administrative late charge in an amount equal to the greater of:

(i) Twenty-five dollars (\$25.00) per month, or

(ii) Five Percent (5%) of each delinquent installment of the Assessment, for each month any installment is delinquent. The Association may bring an action at law against the delinquent Member personally and/or may file an action to foreclose the lien. All costs and expenses incurred, including attorney's fees required to collect the unpaid assessments, shall be added to the outstanding assessment amount.

The effective date of the Association's lien for assessments shall be deemed to relate back to October 14, 2002, which is the date of the Association's inception. All prior owners shall continue to be personally liable for delinquencies incurred prior to the transfer of ownership that have not been paid by court order, or operation of law by the foreclosing entity or individual. Any sale or transfer pursuant to a foreclosure or deed in lieu of foreclosure shall not relieve the purchaser or transferee of the Unit from liability for, nor the Unit from, the lien of any assessments made thereafter.

(d) Fines and Penalties. Any Member who fails to comply with the Articles of Incorporation, By-Laws, or any other resolution of the Board may, after a hearing before the Association's Board of Directors be assessed a fine not to exceed \$25,000.00 (or the maximum amount permissible by law) by the Association's Board of Directors. Any such fine imposed and not paid by the Member shall constitute an unpaid assessment that will become a lien against the unit or personal property on or in the facilities including but not limited to vessels, vehicles, and items with storage lockers. In order to impose a fine, the person sought to be fined shall receive at least fourteen (14) days notice and an opportunity for a hearing before a committee of at least three Members appointed by the Board who may not all be officers of the Association. At the hearing, the Member shall have the opportunity to respond, to present evidence and to provide arguments on all issues involved. If the committee, by majority vote, does not approve the proposed fine, it may not be imposed. The fine may be applied retroactively (i.e. from the date of the initial violation). The fine shall be limited to \$100.00 per day, but in no event shall exceed the maximum amount permissible by law, with a cap at twenty five thousand dollars \$25,000.00 or the maximum amount permissible by law. Failure to pay such a

fine shall entitle the Association to exercise any of its available legal and equitable remedies. In any action to recover a fine, the prevailing party shall be entitled to recover its reasonable attorney's fees and costs from the non-prevailing party.

(e) Enforcement. In the event that the Association institutes or otherwise becomes a party to any action, suit or proceeding in law or in equity to enforce applicable deed restrictions, fines, building regulations or restrictions, or any liens resulting there from, the Association will be entitled to recover its reasonable attorney's fees and costs incurred in connection with such enforcement.

## **ARTICLE VII**

### **INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, incurred by or imposed upon her in connection with any proceeding or any settlement of any proceeding to which she may be a party or in which she may become involved by reason of her being or having been a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance in the performance of her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the right to which such Director or Officer may be entitled. The Directors shall be authorized but not required to purchase liability insurance providing coverage to the Officers and Directors of the Association at the expense of the Association.

## **ARTICLE VIII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be at 326 Reid Avenue, Port Saint Joe, Florida 32456, and the registered agent at such address shall be Clayton B. Studstill, Esquire until such time as another registered agent is appointed by resolution of the Board of Directors.

## **ARTICLE IX**

### **AMENDMENTS**

8.1 Adoption and Amendment of By-laws. The By-laws of the Association are to be made, altered or rescinded by the Board of Directors of the Association as provided in the By-Laws. The By-Laws of the Association may be adopted by the Board of Directors at a meeting to be called for that purpose by the President. Such By-Laws may only be altered or rescinded pursuant to the voting procedures described in the By-Laws.




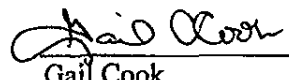
8.2 Amendment of Articles of Incorporation. The Articles of Incorporation of this Association may be changed, replaced or amended by resolution as provided in the By-Laws.


8.3 Place of Meetings. Any meetings of the Membership or the Board of Directors,  
other than the annual meeting, may be held in person, by telephone, or by any other  
method deemed reasonable or appropriate.

IN TESTIMONY of the intention and good faith to carry out the objects and purposes of the foregoing Amended and Restated Articles of Incorporation of Sunset Harbor Docks, and to attest the unanimous vote of all Members eligible to vote I do subscribe my name and set my hand hereto, at the 27<sup>th</sup> day of June, 2012.

  
Patricia Tierney,  
President

  
Greg Key,  
Vice President

  
Gail Cook,  
Secretary/Treasurer

  
Art Dillard,  
Member