

N05000002925

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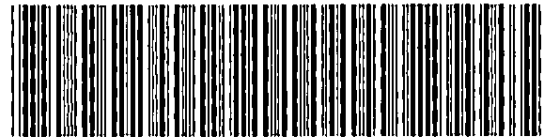
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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Topsail Village Master Association, Inc.

DOCUMENT NUMBER: N05000002925

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

Please return all correspondence concerning this matter to the following:

Rob Blue, Esq.  
Name of Contact Person

Burke Blue  
Firm/ Company

144 McKenzie Avenue  
Address

Panama City, FL 32401  
City/ State and Zip Code

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

For further information concerning this matter, please call:

Rob Blue at ( 850 ) 215-4075  
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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" 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<br>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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 9, 2020

ROB BLUE, ESQ.  
BURKE BLUE  
144 MCKENZIE AVENUE  
PANAMA CITY, FL 32401

SUBJECT: TOPSAIL VILLAGE MASTER ASSOCIATION, INC.  
Ref. Number: N05000002925

We have received your document for TOPSAIL VILLAGE MASTER ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The officer/director signing the documents must sign on behalf of TOPSAIL VILLAGE MASTER ASSOCIATION, INC. not the dissolved Limited Liability Company.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 620A00022445

11-13-21

**ARTICLES OF AMENDMENT**  
of  
**Topsail Village Master Association, Inc.**  
**(2nd Amendment to Articles of Incorporation)**

WHEREAS, Topsail Village Master Association, Inc., a not-for-profit Florida corporation (the "Association" or "Master Association") was formed for the purpose of serving as the master association under applicable provisions of Chapter 617, Florida Statutes (2004) for the TOPSAIL VILLAGE, a planned development in Walton County, Florida ("TOPSAIL VILLAGE"); and

WHEREAS, all of the recordings referred to herein are in the public records of Walton County, FL; and

WHEREAS, the Association operates under a Community Property Agreement recorded at Official Records Book 2670, Page 56, as amended from time to time, public records of Walton County, FL ("CPA"), along with Master Articles of Incorporation attached as Exhibit D to the CPA, Official Records Book 2670, Page 77 ("Articles") and Master Bylaws attached as Exhibit E to the CPA, Official Records Book 2670, Page 86 ("Bylaws"); and

WHEREAS, TOPSAIL VILLAGE was originally planned to contain both residential and commercial development in which the Master Association would have a membership structure reflective of both residential and commercial developments and that its voting interests would be allocated to unit and parcel owners within their respective associations according to the relative number of units and parcels in the various associations as eventually built out; and

WHEREAS, the build out of TOPSAIL VILLAGE likely will only contain one residential owner association--i.e., for Topsail Village, a condominium, that contains 64 residential units; and

WHEREAS, the build out of TOPSAIL VILLAGE's commercial development now includes some commercial parcels that have units to rent but not for sale--for example rental properties such as 30A Suites, and other commercial parcels that have no units at all--for example the event venue which is Celebration Hall; therefore, the referenced Master documents which allocate voting interests and costs and expenses of the Community Property and of the Association must be updated and expanded beyond just the relative number of units of each development in TOPSAIL VILLAGE; and

WHEREAS the amendments to the Articles of Incorporation set forth below are in the best interests of Topsail Village Master Association, Inc. and its members and have been duly adopted as set forth below.

1. Adoption. The following amendment was adopted by the members on November 5, 2020; the number of votes cast for the amendment was sufficient for approval.

2. Amendment. The following Amendments to ARTICLES II, IV and V, of the Articles of Incorporation of the Master Association have been adopted.

(Deleted text is indicated by strike over and new text is indicated by underlining.)

**ARTICLE II**

PURPOSE. This Association has been formed as a master association to serve as a homeowners association under applicable provisions of Chapter 617.342, Florida Statutes, 2004, and, more particularly to provide an entity to operate, manage, maintain and control all or such parts thereof of the real property located in Walton County, Florida, designated from time to time as Community Property in the Community Property Agreement to be recorded in the public records of Walton County, Florida (the "Community Property Agreement"), together with the ingress and egress, parking, utilities and other related amenities as may be from time to time constructed thereon, herein

called the "Community Property." Pursuant to the Community Property Agreement entered into between the Association and Beach Place Development, LLC, a Florida limited liability company (the "Developer"), the Association shall hold the use rights and privileges granted by the Community Property Agreement for the benefit of all of the owners of all of the units that are developed as a part of "TOPSAIL VILLAGE", a planned development, and upon termination of the Community Property Agreement, the Association will receive fee simple title to the Community Property from the Developer pursuant to the covenants and agreements of the Community Property Agreement.

\*\*\*\*\*

#### ARTICLE IV

MEMBERS. The qualification of members, their voting interest and their other rights shall be as provided in the Bylaws.

(A) The members of the Association shall consist of all of the record owners of units in the development known as TOPSAIL VILLAGE, a planned development located in Walton County, Florida. After termination of any condominium included within the development, the members shall also include those unit owners who were members at the time of such termination and their successors and assigns.

(B) After receiving approval of the Association, if any is required by the Community Property Agreement, change of membership in the Association shall be established by recording in the public records of Walton County, Florida a deed or other instrument establishing record title to a unit in the development and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

(D) The owner of each unit shall be entitled to one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

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#### ARTICLE V

##### DIRECTORS.

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than five (5) directors. Directors need not be members of the Association.

(B) The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

##### NAME

##### ADDRESS

Timothy G. Pauls 6511 Hwy 30-A, Santa Rosa Beach 32459

Timothy Mark Pauls 6511 Hwy 30-A, Santa Rosa Beach 32459

Alice Pauls 6511 Hwy 30-A, Santa Rosa Beach 32459

Until owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(C) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) Directorsmembers. The first election of Directors shall not be held until three months after 90 percent of the units and parcels, collectively, in all developments that are planned for TOPSAIL VILLAGE, have been conveyed to members other than the Developer.

or its successors affiliated with Developer or its principals or until the Developer elects to terminate its control of the Association, whichever occurs first. For purposes of this provision, the term "members other than the Developer" shall not include builders, contractors, or others who purchase land within TOPSAIL VILLAGE for the purpose of constructing improvements thereon for resale.

(D) The Developer is entitled to elect at least one Directormember of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least 5 percent of the units and parcels, collectively, in all developments that are planned for TOPSAIL VILLAGE. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned units or parcels in the same manner as any other unit-owner, except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

(E) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association shall be managed by a board of consisting of not less than three (3) Directors and not more than five (5) Directors as determined by the Bylaws. ~~as follows: There shall be one (1) Director for TopSail Village elected solely by the owners within TopSail Village, one (1) Director for TopSail Village Inn elected solely by the owners of units within TopSail Village Inn, and three (3) Directors for TopSail Village Business that will be elected solely by the owners within TopSail Village Business. If TopSail Village II is developed, then the owners within TopSail Village II will elect one Director, and the owners within TopSail Village Business shall elect two (2) Directors.~~

(3) After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, Directors of the Association shall be elected or designated, as may be the case, at an annual meeting of the members in the manner determined by the By-Laws and, thereafter, directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

\*\*\*\*\*

3. Remainder. All other portions of the Articles of the Association remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned certifies that the above amendment was duly adopted as aforesaid.

Witnesses:

Kathleen E. Renaud  
(sign name)  
KATHLEEN E. RENAUD  
(print name)

Rob Blue Jr  
(sign name)  
Rob Blue Jr  
(print name)

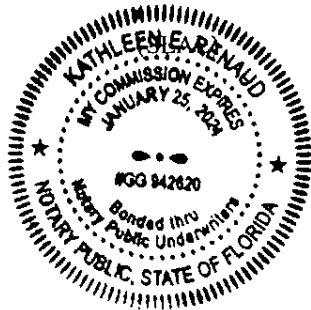
Topsail Village Master Association, Inc.

Timothy G. Pauls  
Timothy G. Pauls, President

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 11 th day of November, 2020, by physical presence, by Timothy G. Pauls as President of Topsail Village Master Association, Inc., who:

✓ is personally known to me  
or  
produced \_\_\_\_\_ as identification.



Kathleen E. Renaud  
Notary Public