

N05000009118

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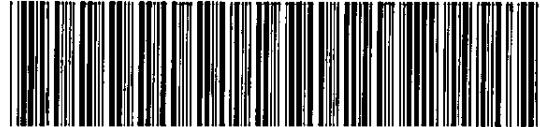
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VILLAS AT SUNCREST CONDOMINIUM OWNERS
ASSOCIATION, INC.
DOCUMENT NUMBER: N05000009118

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

Please return all correspondence concerning this matter to the following:

Daniel Harmon III

(Name of Contact Person)

Harmon & Sloan, P.A.

(Firm/ Company)

427 McKenzie Avenue

(Address)

Panama City, FL 32401

(City/ State and Zip Code)

For further information concerning this matter, please call:

Daniel Harmon III

(Name of Contact Person)

at (850) 769-2501

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$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 32399

**Articles of Amendment
to
Articles of Incorporation
of**

VILLAS AT SUNCREST CONDOMINIUM OWNERS ASSOCIATION, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N05000009118

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached Amended Articles

(Attach additional pages if necessary)
(continued)

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TALLAHASSEE FLORIDA

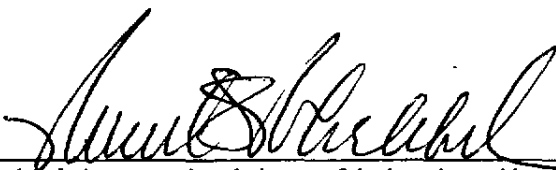
The date of adoption of the amendment(s) was: 9-7-05

Effective date if applicable: 9-7-05
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

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.)

Ward Whelchel

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35

AMENDED
ARTICLES OF INCORPORATION
OF VILLAS AT SUNCREST CONDOMINIUM OWNERS ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be VILLAS AT SUNCREST CONDOMINIUM OWNERS ASSOCIATION, INC. (the "Association") and the street address of its initial principal office is 427 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE II - PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, 2005, for the operation, management, maintenance, and control of the Condominium. The Association shall make no distribution of income to its members, directors, or officers.

ARTICLE III - POWERS

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

A. The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Condominium of the Condominium.

B. The Association shall have all the powers and duties set forth in these Articles and the Declaration of condominium of the Condominium and in the Condominium Act except when the Act allows limitations by these Articles or the Declaration of Condominium of the Condominium and all of the powers and duties reasonably necessary to operate condominiums pursuant to the Declaration of Condominium of the Condominium and as it may be amended from time to time, including but not limited to the following:

1. To hold title to and own fee simple or other lesser interest in real, personal, or mixed property, wherever situated including units in the Condominium, and to lease, mortgage, and convey the same.

2. To make and collect assessments against the members as owners to defray the costs, expenses, and losses of the Condominium and to

defray the costs, expenses, and losses of any other business, enterprise, venture or property interests of the Association.

3. To use the proceeds of the assessments in the exercise of these powers and duties.

4. To maintain, repair, replace and operate the property of the condominium, or any other property of the Association.

5. To purchase insurance upon the property of the Condominium, the other property of the Association, and insurance for the protection of the Association and its members.

6. To reconstruct improvements after casualty and to further improve the property of the Condominium or any other property of the Association.

7. To make and amend reasonable regulations respecting the use of the property of the Condominium or the other property of the Association.

8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium of the Condominium, these Articles, the Bylaws of the Association, and regulations for the use of the property of the Condominium or the other property of the Association.

9. To contract for the management of the Association, the Condominium or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium of the Condominium to have approval of the board of directors or the members of the Association.

10. To contract with the developer, its successors, and assigns, and any of the partners of the developers, their officers, directors, partners, or shareholders.

11. To acquire fee simple title to, to lease, to acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation, or other use or benefit of the members, or a substantial number of the members, of the Association.

12. To employ personnel to perform the services required for the proper operation management, maintenance or control of the Association, the Condominium or any other property of the Association.

13. To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the

members of the Association where such action or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

14. To be responsible for the maintenance and repair of all stormwater facilities and drainage elements located within the Condominium, including but not limited to any retaining walls or dams (earthen or otherwise) retaining water therein, and any fountains, lighting, pumps, conduits, and similar equipment installed in the common elements of the Condominium or used in connection therewith.

C. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium and by the By-Laws of the Association.

ARTICLE IV – MEMBERS

A. The members of the Association shall consist of all of the record owners of the units in the Condominium and after termination of the Condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

B. A change of membership in the Association shall be established by recording in the public records of Bay County, Florida, a deed or other instrument establishing a record title to a unit in the Condominium 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 the funds or assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as appurtenance to his unit.

D. The owner of each unit of the Condominium shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast and the manner of exercising the voting rights shall be determined by the By-laws of the Association.

ARTICLE V – DIRECTORS

A. The affairs of the Association will be managed by a board consisting of not less than 3 nor more than 5 directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

B. The names and addresses of the members of the 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 if qualified or until removed as herein provided are as follows:

<u>Name:</u>	<u>Address:</u>
Douglas D. Johnson	713 Seminole Ridge Melrose, FL 32666
Mike Dionas	9724 Kingston Pike Suite 206 Knoxville, TN 37922
Ward Whelchel	9724 Kingston Pike Suite 206 Knoxville, TN 37922

Until unit owners other than the developer are entitled to elect members to 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 a majority of the board of directors, the board of directors shall consist of 3 members. The first election of directors shall not be held until required by the Condominium Act including Section 718.301(1)(a) through (e) thereof, or until the developer elects to terminate its control of the Association. The provisions of Section 718.301(1)(a) through (e) are set forth in Article (D) below.

D. Section 718.301(1)(a) through (e) of the Condominium Act provides as follows:

718.301 Transfer of association control-

When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:

1. Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

2. Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

3. When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;

4. When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or

5. Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to s. 718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units 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 administration.

6. 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 will be managed by a board consisting of 5 directors. 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 at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the By-Laws.

ARTICLE VI – 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 in 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 names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Douglas Johnson	President	713 Seminole Ridge Melrose, FL 32666
Ward Whelchel	Secretary/Treasurer	9724 Kingston Pike Suite 206 Knoxville, TN 37922

ARTICLE VII – INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is 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 his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE VIII - BY-LAWS

The first By-laws of the Association shall be adopted by the board of directors and may be altered, amended, or rescinded in any manner provided by the By-laws.

ARTICLE IX – AMENDMENTS

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

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

B. A resolution for the adoption of the proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less

than 2/3 of the vote of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium.

D. Provided, further, that no amendment shall abridge, limit, or alter the rights reserved by or granted to the developer, its successors or assigns, or any successor developer, by these Articles or By-laws without the prior written consent of the developer, its successors or assigns, or successor developer.

E. A copy of each amendment shall be certified by the secretary of state and recorded in the public records of Bay County, Florida.

ARTICLE X – TERM

The term of the Association shall be perpetual.

ARTICLE XI - SUBSCRIBERS

The name and address of the subscriber to the Articles of Incorporation are as follows: Daniel Harmon, III, 427 McKenzie Avenue, Panama City, Florida, 32401.

ARTICLE XII - APPOINTMENT OF REGISTERED AGENT AND OFFICE

Daniel Harmon III is hereby appointed to serve as registered agent of the Association. The street address of the registered office of the registered agent is 427 McKenzie Avenue, Panama City, Florida.

ARTICLE XIII - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

No disposition of Villas at SunCrest Condominium Owners Association, Inc.'s properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded Declaration of Condominium for the Condominium, unless made in accordance with the provisions of any applicable

CERTIFICATE OF DESIGNATION OF THE REGISTERED
AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida. The name of the corporation is VILLAS AT SUNCREST OWNERS ASSOCIATION, INC. The name and address of the registered agent and office is DANIEL HARMON III, 427 McKenzie Avenue, Panama City, Florida, 32401.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. Further, I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Oct 26 2005
DATE



DANIEL HARMON III

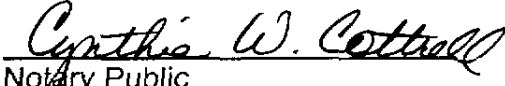
declaration.

IN WITNESS WHEREOF, the subscriber has affixed his signature this
day of October 26, 2005.


DANIEL HARMON III

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledge before me this 26th day of
October, 2005, by DANIEL HARMON III, who is personally
known to me.


Notary Public

CYNTHIA W. COTTRELL
Notary Public - State of Florida
My Commission Expires Dec. 4, 2005
Commission No. DD 076234