

N06000008492

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Special Instructions to Filing Officer:

Natalie Katsaras
Advise to white
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2016 MAR 11 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restarted
MAR 14 2016
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Dixie Commons Property Owners Association, Inc.

DOCUMENT NUMBER: N06000008492

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

Please return all correspondence concerning this matter to the following:

Christopher M. Hinsley

(Name of Contact Person)

Jones Walker LLP

(Firm/ Company)

201 South Biscayne Blvd., Suite 2600

(Address)

Miami, Florida 33131

(City/ State and Zip Code)

chinsley@joneswalker.com

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

For further information concerning this matter, please call:

Christopher M. Hinsley

305

679-5700

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 &
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 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 29, 2016

CHRISTOPHER M. HINSLEY
JONES WALKER LLP
201 SOUTH BISCAYNE BLVD - STE. 2600
MIAMI, FL 33131

SUBJECT: THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: N06000008492

We have received your document for THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

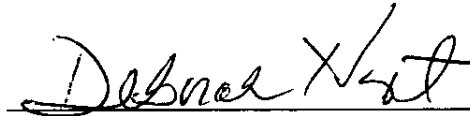
Irene Albritton
Regulatory Specialist II

Letter Number: 716A00004155

OFFICER'S CERTIFICATE

The undersigned files this Officer's Certificate and certifies the following:

1. The duly adopted Second Amended and Restated Articles of Incorporation of The Dixie Commons Property Owners Association, Inc., a Florida corporation not-for-profit, was adopted by the Association's Board of Directors and does not contain any amendments requiring member approval.

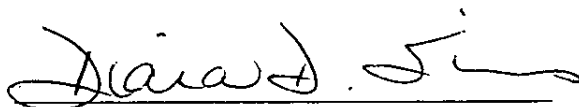


Deborah Hunt as President of Dixie Commons
Property Owners Association, Inc.

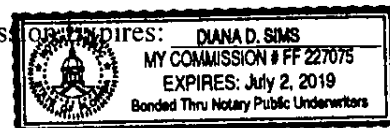
STATE OF FLORIDA)
 : ss.
COUNTY OF Bay)

The foregoing instrument was acknowledged before me on March 9, 2016, by Deborah Hunt, individually and as President of The Dixie Commons Property Owners Association, Inc., a Florida corporation not-for-profit, who is personally known to me or who has produced _____ (type of identification) as identification and did not take an oath.

[SEAL]


Notary Public

My Commis



**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

The undersigned, for the purpose of forming a corporation not-for-profit, to act as a commercial parcel Property Owner's Association, files these Second Amended and Restated Articles of Incorporation and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation shall be **THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association". The principal office of the Association is c/o Preferred Management 411 South Central Avenue, Suite B, Flagler Beach, FL 32136.

**ARTICLE II
PURPOSES**

A. The purposes for which the Association is organized are:

(i) to be and constitute the Property Owners Association to which reference is made in the "Third Amended and Restated Declaration of Restrictive Covenants, Conditions and Restrictions and Easements of Dixie Commons" Subdivision ("the Declaration"), as same has been and will be amended from time to time, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws") and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of DIXIE COMMONS, a platted subdivision in Flagler County, Florida recorded at Map Book 35, Page 77, Public Records of Flagler County, Florida (the "Plat"), and

(iii) to own, insure, regulate, manage, and control the common areas of the development known as THE DIXIE COMMONS SUBDIVISION, or DIXIE COMMONS.

(iv) to operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District (the "District") Permit requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained herein.

(v) to regulate, assess, manage and control the use and development of the commercial parcels within the Dixie Commons development for the common benefit of the members of the Association.

B. The Association shall make no distributions of income to its members, directors, or officers.

C. It is the intention of the Association not to become a Condominium, a cooperative, a residential homeowners association, a timeshare nor a mobile home park nor shall it ever operate such as to require compliance with the Florida Condominium Act nor with chapters 718, 719, 720, 721 or 723, Florida Statutes.

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.

B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the following:

(i) To fix and to collect assessments or other charges to be levied against the commercial parcels for any proper purpose, which shall collectively be the "Common Expenses" and to lien and foreclose to recover delinquent assessments;

(ii) to manage, control, operate, insure, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation or contract has a right or duty to provide such services;

(iii) to enforce the covenants, conditions, easements and restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, Plat or By-Laws;

(iv) to engage in activities which will actively foster, promote, and advance the common interest of the commercial parcel Owners;

(v) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, insure and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any proper purpose of the Association;

(vi) to borrow money for any purpose as may be limited in the By-Laws;

(vii) to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(viii) to adopt, alter, and amend or repeal such rules and regulations and By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such rules and regulations and By-Laws may not be inconsistent with or contrary to any provisions of the Declaration;

(ix) to provide any and all services as may be necessary or proper for the operation and maintenance of all common areas, and the common interest of the commercial parcel Owners to supplement available municipal services.

(x) to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm-water management system. Such assessments shall be used for the maintenance and repair of the surface water or storm-water management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

C. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by Law or enumerated in the Declaration or the By-Laws of the Association; and the powers specified in each of the paragraphs of this ARTICLE III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision in this ARTICLE III.

ARTICLE IV ADDITIONAL POWERS OF THE ASSOCIATION

The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the District's Permit requirements and applicable District rules, and shall assist in the enforcement of provisions of the Declaration which relate to the surface water or storm-water management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm-water management system.

The Association shall regulate the construction of Improvements upon the commercial parcels to ensure the harmony of external design and location in relation to the surrounding structures and topography and shall further regulate the use of each parcel so as prevent the use of the commercial parcels for purposes that are deemed incompatible with the scheme of development or that conflict with this Declaration or the terms and conditions of the PUD Agreement for Dixie Commons.

ARTICLE V

MEMBERS

A. The Association shall be a mandatory membership corporation without certificates or shares of stock.

B. The owner of each commercial parcel in DIXIE COMMONS shall be a member of the Association and shall be entitled to one (1) vote for each commercial parcel owned. If there is more than one co-owner of a commercial parcel, such co-owners shall decide among themselves how their vote shall be cast, but in no event shall more than one vote be allocated per commercial parcel. Fractional voting and cumulative voting shall not be permitted. The Association may accept the vote of any co-owner unless it is informed in writing of a dispute among the co-owners. If the co-owners are unable to decide among themselves how to vote, then their vote shall not be counted for any purpose. If the owner of the commercial parcel is a trust or a business entity, then the person entitled to cast the vote for the owner shall be designated on a certificate executed by the trustee of the trust, or the president, manager or presiding officer of the entity (as applicable), and filed with the Secretary of the Association. Such Certificate shall be valid until revoked or until superseded by a subsequent Certificate.

C. Change of membership in the Association shall be established by recording in the public records of Flagler County, Florida a deed or other instrument establishing record title to a Lot and by sending a copy of such recorded instrument together with written notice to the Association of such change in title, to the Association's then-current address. The owner designated by such instrument thereby becomes a member of the Association, and the membership of the prior owner is terminated, provided that such change may not be effective if received after the date set by the Association as the record notice date prior to a scheduled meeting of the membership.

D. The share of a member in the funds and assets of the Association and the voting rights appurtenant to membership cannot be separately assigned, hypothecated, or transferred in any manner, except as an appurtenance to a commercial parcel.

ARTICLE VI

TERM

The Association shall exist in perpetuity.

ARTICLE VII

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 storm water management system 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 District prior to such termination, dissolution or liquidation.

ARTICLE VIII

DIRECTORS

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors. The Declarant shall have the right to appoint all members of the Board of Directors until such time as it owns less than three (3) of all commercial parcels, at which time commercial parcel owners other than the Declarant shall elect one commercial parcel owner to the Board of Directors. When the Declarant owns less than three (3) lots it shall turn over control of the Board of Directors to the commercial parcel owners, although it shall be entitled to appoint at least one (1) director for so long as it owns any commercial parcels in the development. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws and Declaration, but shall never be less than three (3) and shall always be an odd number. The current members of the Board of Directors are:

Tom Cooke
Deborah Hunt
Stephen Duffy

B. The method of election and term of office, removal, and filling of vacancies shall be set forth in the By-Laws and Declaration. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

ARTICLE IX
OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors.

ARTICLE X
BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE XI
AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted by a vote of a majority of the Board of Directors, provided that no amendment may be in conflict with the Declaration and provided, further, no amendment shall be effective to impair or dilute any rights of the Declarant.

ARTICLE XIII
REGISTERED AGENT OFFICE

The registered agent of the corporation is:

Christopher M. Hinsley, Esq.
Jones Walker LLP
201 S. Biscayne Blvd., Suite 2600
Miami, Florida 33131

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE AND PROCESS**

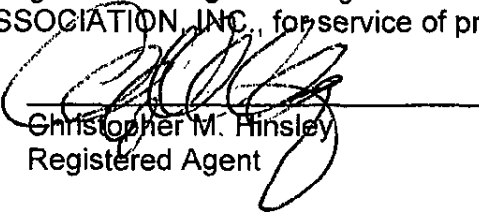
Pursuant to Section 48.091, Florida Statutes, The Corporation THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC., hereby designates the registered agent designated in Article XIII, above as its registered agent and the street address of its registered office for service of process within the State of Florida.

THE DIXIE COMMONS PROPERTY
OWNERS ASSOCIATION, INC., a
Florida not for profit corporation

By: Deborah Hunt
Name: Deborah Hunt
Its: President

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC., for service of process within the State of Florida.


Christopher M. Hinsley
Registered Agent

ARTICLE XIII
REGISTERED AGENT OFFICE

The registered agent of the corporation is:

Christopher M. Hinsley, Esq.
Jones Walker LLP
201 S. Biscayne Blvd., Suite 2600
Miami, Florida 33131

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AGENT AND STREET ADDRESS FOR
SERVICE AND PROCESS**

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THE DIXIE COMMONS PROPERTY
OWNERS ASSOCIATION, INC., a
Florida not for profit corporation

By: _____
Name: _____
Its: _____

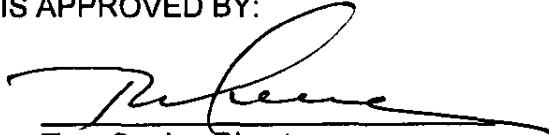
ACCEPTANCE OF DESIGNATION

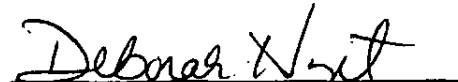
I hereby accept the foregoing designation as registered agent of THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC., for service of process within the State of Florida.



Christopher M. Hinsley
Registered Agent

THIS SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC., A
CORPORATION NOT FOR PROFIT, IS APPROVED BY:


Tom Cooke, Director


Deborah Hunt, Director


Stephen Duffy, Director

THIS SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE DIXIE COMMONS PROPERTY OWNERS ASSOCIATION, INC., A
CORPORATION NOT FOR PROFIT, IS APPROVED BY:

Tom Cooke, Director

Deborah Hunt
Deborah Hunt, Director

Stephen Duffy, Director
Stephen Duffy, Director