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HEWETT POINT IMPROVEMENT ASSOCIATION, INC.

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SECRETARY OF STATE  
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**AMENDED ARTICLES OF INCORPORATION  
OF  
HEWETT POINT IMPROVEMENT ASSOCIATION, INC.  
(A Nonprofit Corporation)**

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

**ARTICLE I**

**Name and Location.** The name of the corporation is **HEWETT POINT IMPROVEMENT ASSOCIATION, INC.** (hereinafter referred to as the "Association,"), and its principal address is 2000 98 Palms Boulevard, Suite 110, Destin, FL 32541, and its mailing address is P.O. Box 1181, Destin, FL 32540.

**ARTICLE II**

**Nonprofit Status.** The Association is a nonprofit corporation.

**ARTICLE III**

**Term.** The term of the Association shall be perpetual.

**ARTICLE IV**

**Purpose.** The Association is formed for the primary purpose of establishing a voluntary association to hold fee-simple title to the streets, roads, alleys and waterway access property located within a certain unrecorded subdivision known as Hewett Point Subdivision, which is located in Walton County, Florida, and any other lawful purposes for which nonprofit corporations may operate.

**ARTICLE V**

**Powers.** In furtherance of such purposes, the Association will have the power to:

- (a) perform all of the duties and obligations of the Association as set forth in a certain Bylaws (the "Bylaws") of the Association;
- (b) set the amount(s) and collect all dues pursuant to the terms of the Bylaws of the Association; and pay all expenses deemed appropriate by the board of directors in connection with the ownership of the Common Area (as defined within the Bylaws) and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed on the property of the Association;

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(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, clear, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) borrow money and, subject to the consent by vote or written instrument of two-thirds of the members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the Members of the Association. No such dedication or transfer will be effective unless an instrument has been signed by two-thirds of the Members, agreeing to such dedication, sale, or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two-thirds of the Members; and

(g) have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and will be operated exclusively for the above purposes. The activities of the Association will be financed by dues paid by the Members as provided in the Bylaws, and no part of any net earnings will inure to the benefit of any Member.

#### ARTICLE VI

Registered Office and Agent. The street address of the initial registered office of the Association is 2000 Ninety Eight Palms Boulevard, Suite 110, Destin, FL 32541, and the name of its initial registered agent at that address is WILLIAM G. KILPATRICK, JR.

#### ARTICLE VII

Members. Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is located within the unrecorded Hewett Point Subdivision in Walton County, Florida is eligible to become a Member of the Association. The method and manner of becoming a Member of the Association shall be set forth within the Bylaws of the Association.

A Member of the Association shall be entitled to vote as a Member of the Association pursuant to the Bylaws of the Association.

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**ARTICLE VIII**

**Voting.** The Association will have a single class of voting Members. No owner within the Hewett Point Subdivision shall be entitled to cast any vote with respect to the Association unless he/she/it is a current Member of the Association as set forth within the Bylaws of the Association. All voting of the Members of the Association shall be in accordance with the Association's Bylaws.

**ARTICLE IX**

**Directors.** The affairs of the Association will be managed by a Board consisting of three (3) directors who shall be designated or elected as hereinafter set forth. Directors shall be Members of the Association.

The names and addresses of the members of the current Board of Directors and who shall continue to hold office until their successors are designated or elected as set forth within the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JERRY OGLE	P.O. Box 1181 Destin, FL 32540
MICHAEL HEARD	69 Paradise Point Lane Santa Rosa Beach, FL 32459
DEWAYNE YOUNGBLOOD	82 Paradise Point Lane Santa Rosa Beach, FL 32459

**ARTICLE X**

**Indemnification.** Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 XI**

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

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ARTICLE XII

Subscribers. The names and addresses of the original subscriber to these Articles of Incorporation are as follows:

NAME

ADDRESS

JERRY OGLE

P.O. Box 1181  
Destin, FL 32540

The date of adoption of the above amendments was: Aug. 14, 2008

At the time of adoption, there are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Signature: \_\_\_\_\_

JERRY OGLE,

Director

ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for the corporation, HEWETT POINT IMPROVEMENT ASSOCIATION, INC., and acknowledge my acceptance with my signature below on this 14th day of August, 2008.

William G. Kilpatrick, Jr.  
WILLIAM G. KILPATRICK, JR.,  
Registered Agent

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