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08 JUN 18 AM 9:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND.

6/20/08  
DC

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Landing Boat Basin, Inc.

**DOCUMENT NUMBER:** N08000005672

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

Please return all correspondence concerning this matter to the following:

Robert P. Butts, Esq.

(Name of Contact Person)

Fisher, Butts, Sechrest & Warner, P.A.

(Firm/ Company)

5200 S.W. 91st Terrace, Suite 101

(Address)

Gainesville, FL 32608

(City/ State and Zip Code)

For further information concerning this matter, please call:

Robert P. Butts, Esq.

(Name of Contact Person)

at ( 352 ) 373-5922

(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 32301

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

The Landing Boat Basin, Inc.

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

N08000005672

(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)**

Please see attached Articles of Incorporation.  
\_\_\_\_\_  
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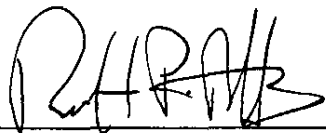
**FILED**  
08 JUN 18 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: June 7, 2008

Effective date if applicable: June 7, 2008  
(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.)

Robert P. Butts, Esq.  
(Typed or printed name of person signing)

Vice Chairman  
(Title of person signing)

**FILING FEE: \$35**

**ARTICLES OF INCORPORATION**

**OF**

**THE LANDING BOAT BASIN, INC.**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned, being a resident of the State of Florida who is of full age certifies:

**Article I: Corporate Name**

The name of the corporation is **The Landing Boat Basin, Inc.**, referred to below as the "Association."

**Article II: Corporation Not For Profit**

The Association is incorporated as a corporation not-for-profit under the provisions of the laws of the State of Florida.

**Article III: Principal Place of Business**

The initial mailing address of the Association shall be **203 Ryland Circle, Steinhatchee, Taylor County, State of Florida 32359**. The principal office of the Association shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of the Association.

**Article IV: Registered Agent**

The name and address of the initial registered agent is **R. Dean Fowler**, whose address is **203 Ryland Circle, Steinhatchee, Taylor County, Florida 32359**, and who is appointed the initial registered agent of the Association and who is authorized to accept service of process within this State.

**Article V: Purpose, Powers and Duties of the Association**

The Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its Members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and use of the Common Area of The Landing Boat Basin, Inc. as it is described in the attached **Exhibit A**. Said Common Area lies within Block J of the Steinhatchee Landing Resort, 2006 Addition as recorded in the public records of Taylor County in Plat Book 1 on Pages 217A through 217C, to implement declaration provisions, and from time to time amend said declaration provisions to further the purposes of the Association. In addition, it shall be a further purpose of the Association to promote the health, safety, common good, general

convenience and social welfare of the Owners within the above-described Property and any additions to it as may be brought within the jurisdiction of this Association for this purpose.

The Association shall have the power to:

- (a) exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with declaration provisions, these Articles of Incorporation or the Bylaws of the Association;
- (b) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in declaration provisions;
- (c) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the declaration provisions; to pay all expenses in connection and all other expenses incident to the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (d) manage, operate, maintain and repair all of the Common Area, as well as all other powers as set forth in the declaration;
- (e) purchase insurance on the Common Area for the protection of the Association and its Members as additional insureds;
- (f) reconstruct improvements after casualty and make further improvements on the Property;
- (g) carry out and to enforce by legal means the provisions of the declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant to it;
- (h) employ personnel to perform the services required for proper operation of the Association;
- (i) acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (j) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (k) adopt and publish rules and regulations governing the use of the Property including the personal conduct of the Members and their guests thereon; and to establish penalties for infractions of such rules and regulations; and

- (l) suspend the voting rights and right to use of the Common Area of any Member during any period in which such Member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed **sixty (60)** days, for infraction of published rules and regulations.

*Duties.* It will be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at each annual meeting, or at any special meeting at which such a statement is requested in writing by **one-fourth** of the Members entitled to vote thereat;
- (b) supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed;
- (c) as more fully provided in the declaration provisions:
  - (1) fix the amount of the annual assessment against each Lot at least **thirty (30)** days in advance of each annual assessment period;
  - (2) send written notice of each assessment to every Owner subject thereto at least **thirty (30)** days in advance of each annual assessment period; and
  - (3) foreclose the lien against any property for which assessments are not paid within **sixty (60)** days after the due date, or bring an action at law against the Owner personally obligated to pay the same.
- (d) issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid will constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates;
- (e) procure and maintain adequate liability and hazard insurance on all property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the Common Area to be maintained.

## **Article VI: Membership**

### **Membership Generally:**

The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms set forth in the declaration provisions. Each person or entity holding record title to a Slip as defined in the attached **Exhibit A**, is automatically deemed a Member of the Association. An Owner of more than one Slip is entitled to one membership for each Slip to which the Owner holds record title. If more than one person holds a legal or equitable interest in any Slip, all such persons are Members. Further, all trustees, shareholders of a corporation Owner and members of a limited liability company Owner are also Members. No other person or entity can be a Member of the Association. Each membership is appurtenant to the Slip and shall be transferred automatically upon a conveyance of record title to the Slip; however, memberships may not be otherwise transferred.

## **Article VII: Voting Rights**

The Owner or Owners of each Slip to which they hold record title, may appoint no more than one voting delegate to vote on Association matters set forth in the Bylaws including but not limited to voting for Officers and Directors of the Association.

## **Article VIII: Board of Directors**

### **1. Number of Directors:**

The affairs of the Association shall be managed and governed by a Board of Directors consisting of not less than three (3) Directors. Directors are elected annually by the Members. The initial directors are **R. Dean Fowler, Victor Bowman and Robert Butts.**

### **2. Attendance of Meetings; Action By Directors Without A Meeting:**

Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the Board may be taken without a meeting if a consent, in writing, setting forth the action to be taken, is signed by all of the directors and filed in the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote.

### **3. Compensation:**

No director will receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.



### **Article IX: Officers**

The daily affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer and any other officers as may be designated from time to time by the directors. The officers shall be elected or designated by the Board of Directors at its initial meeting and at the first meeting each year following the annual meeting of the Members of the Association.

### **Article X: Indemnification**

Every director and every officer of the Association, and every Member serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or Officer of the Association, or by reason of their having served the Association at its request, whether or not they are a Director or Officer or Member serving the Association at the time the expenses or liabilities are incurred, except when the Director, Officer or Member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the Director, Officer or Member serving the Association may be entitled.

### **Article XI: Dissolution**

The Association may be dissolved on written consent signed by Members holding not less than **100%** of the total number of votes of the Members. On dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, Association, trust or organization to be devoted to any similar purposes.

### **Article XII: Term**

The term of Association shall be perpetual or until such a time as the not-for-profit corporation is dissolved pursuant to **Article XI**.

### **Article XIII: Amendments**

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

1. Notice:

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

2. Vote:

A resolution for the adoption of an amendment may be proposed by either 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, providing that the approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, the resolutions must be adopted by not less than **three-fourths** of the votes of the entire membership of the Association.

3. Limit on amendments:

No amendment shall make any changes in the qualifications for membership, nor in the voting rights of Members, without approval in writing by all Members.

4. Certification:

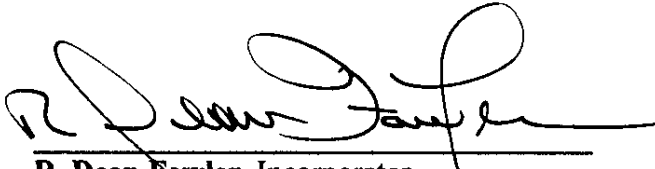
A copy of each amendment shall be certified by the Secretary of State.

### **Article XIV: Incorporator**

The name and address of the incorporator of these Articles of Incorporation is as follows:

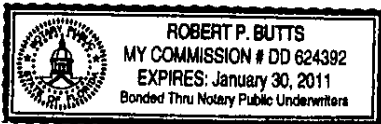
**R. Dean Fowler**  
**203 Ryland Circle**  
**Steinhatchee, Florida 32359**

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I have executed these Articles of Incorporation.

  
\_\_\_\_\_  
**R. Dean Fowler, Incorporator**

STATE OF FLORIDA  
COUNTY OF TAYLOR

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of  
June, 2008, by R. Dean Fowler, who is personally known to me        or who  
produced        as  
identification.



*Robert P. Butts*

NOTARY PUBLIC

Typed or printed name: Robert P. Butts

Commission number: \_\_\_\_\_

Commission expires: \_\_\_\_\_

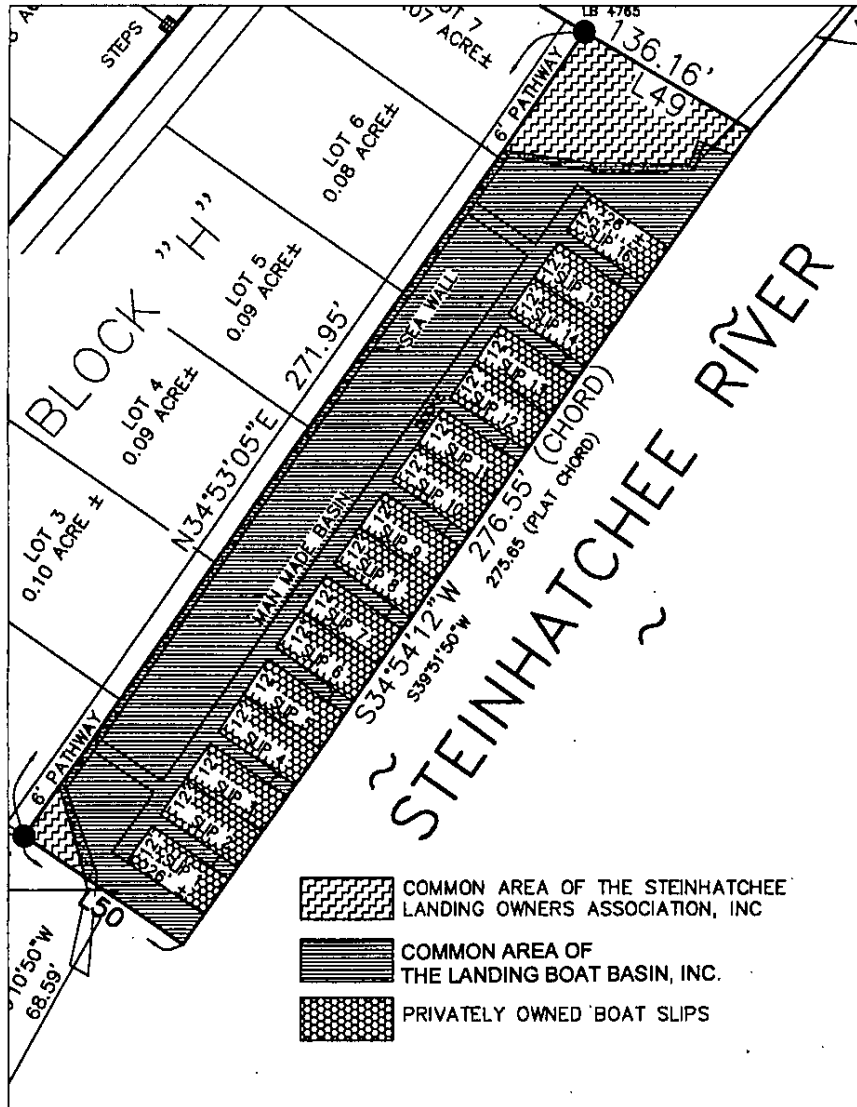
**ACCEPTANCE OF REGISTERED AGENT  
FOR THE LANDING BOAT BASIN, INC.**

HAVING BEEN NAMED as Registered Agent to accept Service of Process for **THE LANDING BOAT BASIN, INC.**, at the place designated in this document, I hereby agree to act in such capacity; further,

I AGREE TO COMPLY with the provisions of all Statutes relative to the proper and complete performance of my duties as Registered Agent.

*R. Dean Fowler*

**R. Dean Fowler, Registered Agent  
203 Ryland Circle  
Steinhatchee, Florida 32359**



This drawing defines the ownership interests of the Steinhatchee Landing Owners Association, Inc. and The Landing Boat Basin, Inc. within Block J of the Steinhatchee Landing Resort, 2006 Expansion, as recorded in Plat Book 1, Pages 217A through 217C, of the Public Records of Taylor County, Florida. Slips 1-16 within Block J are privately owned in fee simple and may be conveyed from time to time by their respective owners.

**EXHIBIT A**