

# N13312

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H18000042879 3)))



H180000428793ABC6

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305)358-6300  
Fax Number : (305)347-7766

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: ashear@shutts.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
TARPON FLATS HOMEOWNERS ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

*Amel  
restate  
R. WHITE  
FEB 06 2018*

18 FEB -5 AM 9:43  
RECEIVED  
18 FEB -5 PM 4:52  
RECEIVED

FILED

0002/0004

18 FEB -5 AM 9:43

RECORDED  
INDEXED  
FEB 14 2018

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TARPON FLATS HOMEOWNERS ASSOCIATION, INC.**

Tarpon Flats Homeowners Association, Inc. was established for the purpose of being a nonprofit corporation under Chapter 617 of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I  
Name of Corporation**

The name of this corporation shall be TARPON FLATS HOMEOWNERS ASSOCIATION, INC. (the "Association"). For convenience, these Articles of Incorporation shall be referred to as the "Articles", and the Bylaws of the Association shall be referred to as the "Bylaws". The other terms used in these Articles shall have the same definitions and meanings as those set forth in the Amended and Restated Declaration of Covenants, Restrictions and Easements of the Tarpon Flats (hereinafter referred to as the "Declaration") recorded in the Public Records of Monroe County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE II  
Purposes**

The purpose of this Association is to own, maintain, repair, operate, and administer certain property conveyed to or dedicated to or otherwise acquired by the Association or other real or personal property in which the Association has an interest, which property shall hereinafter be referred to as the "Common Areas," and to enforce and comply with, where appropriate, the Declaration.

**ARTICLE III  
Powers and Limitations**

The Association shall have all of the powers of a corporation not for profit under the laws of the state of Florida and all powers granted to it by the Declaration of and exhibits annexed thereto, as each may be amended from time to time, or as are necessary to operate the Community as required by the Declaration. In addition, the corporation shall have all of the statutory and common law powers of a Florida not for profit corporation which are not prohibited by these Articles, the Declaration, the Bylaws of the Association or Chapter 617, Florida Statutes.

**ARTICLE IV  
Corporate Existence**

This Association shall have perpetual existence unless sooner dissolved in accordance with the Declaration, Bylaws or Florida law.

H18000042879 3

**ARTICLE V**  
**Directors**

The business of this Association shall be conducted by a Board of Directors, consisting of three (3) Directors, as determined by the members of the Association in accordance with the Bylaws and Declaration.

**ARTICLE VI**  
**Officers**

The affairs of the Association shall be managed by the Directors and officers as may be authorized by the Board of Directors in accordance with the Bylaws.

**ARTICLE VII**  
**Members and Voting Rights**

Every Owner of a Lot which is subject to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. The voting interests for each Lot are set forth in the Declaration and the Bylaws. All votes shall be exercised or cast in the manner provided by the Declaration and the Bylaws. Any person or entity owning more than one Lot shall be entitled to cast the aggregate number of votes attributable to all Lots owned.

**ARTICLE VIII**  
**Bylaws**

The Bylaws of the Association shall be adopted by the affirmative vote of not less than two thirds (2/3) of the votes of the Association.

**ARTICLE IX**  
**Amendments**

Amendments to these Articles of Incorporation shall be proposed and adopted as provided in the Declaration.

**ARTICLE X**  
**Indemnification**

The Association shall indemnify and hold harmless any person who was or is a party to any proceeding (other than an action by the Association) by reason of the fact that he or she is or was a Director, officer, committee member, or agent of the Association and his or her heirs and personal representatives on the terms and conditions provided in the Bylaws. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. Anything to the contrary herein notwithstanding, no amendment to the provision of this Article shall be applicable as to any party eligible for indemnification hereunder who has not given his or her prior written consent to such amendment.

H18000042879 3

H18000042879 3

**ARTICLE XI**  
**Registered Office and Agent**

The street address of the registered office of this Association is 81250 Overseas Highway, Islamorada, Florida 33036 and the name of the registered agent of this Association is Charles W. Duncan, III.

IN WITNESS OF THE FOREGOING, the undersigned has executed the foregoing Amended and Restated Articles of Incorporation, as of this 29<sup>th</sup> day of January, 2018.

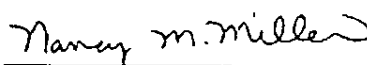
**TARPON FLATS HOMEOWNERS  
ASSOCIATION, INC.**, a Florida not for profit  
corporation

By: 

Charles W. Duncan, III, President

STATE OF TEXAS  
COUNTY OF Harris

The foregoing instrument was acknowledged before me this 30 day of January, 2018, by Charles W. Duncan, III, as President of Tarpon Flats Homeowners Association, Inc., a Florida not for profit corporation, on behalf of the corporation, who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

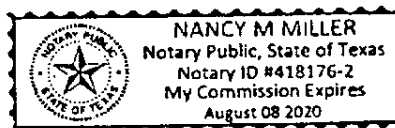


Notary Public, State of Texas

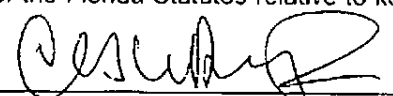
Nancy M. Miller

(Printed Name of Notary)

My Commission expires:

August 08, 2020

Having been named to accept service of process for the above stated Association at a place designated in these Amended and Restated Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping said office open.

  
Charles W. Duncan, III, Registered Agent