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COR AMND/RESTATE/CORRECT OR O/D RESIGN
DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION
INC.

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T-043 P0002/0009 F-073



June 8, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC.
4100 LEGENDARY DRIVE, SUITE 270
DESTIN, FL 32541US

SUBJECT: DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC.
REF: N18000001225

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The original incorporator can not be changed (see article VII). The original incorporator is listed as Heather Ruiz

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) 245-6823.

Annette Ramsey
OPS

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC.**

Destin Commons Arts & Entertainment Association Inc. (the "Association") was formed as a corporation not-for-profit under and in accordance with the provisions of Chapters 617 and 720 of the Florida Statutes, for the purposes and with the powers hereinafter set forth in the Articles of Incorporation dated as of January 23, 2018, which were filed with the Secretary of State of Florida on January 23, 2018 (the "Existing Articles").

The members of the Association desire to amend and restate the Existing Articles to, among other things, designate a new First Board and appoint officers of the Association, as follows:

**ARTICLE I
DEFINITIONS**

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" means these Amended and Restated Articles of Incorporation and any amendments thereto.
2. "Association" means Destin Commons Arts & Entertainment Association Inc., a Florida corporation not for profit. Association is NOT a condominium association and is not intended to be governed by Chapter 718, Florida Statutes (the Condominium Act).
3. "Board" means the Board of Directors of the Association.
4. "Bylaws" means the Bylaws of the Association and any amendments thereto.
5. "County" means Okaloosa County, Florida.
6. "Declaration" means the Declaration of Covenants, Restrictions and Easements for DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC., which is intended to be recorded amongst the Public Records of the County, and any amendments thereto.
7. "Director" means a member of the Board.
8. "Governing Documents" means the Declaration, the Articles, and the Bylaws, and all of the instruments and documents referred to herein, including, but not limited to, any amendment(s).

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9. "Member" means a member of the Association.

ARTICLE II

NAME

The name of the corporation shall be DESTIN COMMONS ARTS & ENTERTAINMENT ASSOCIATION INC., a Florida corporation not-for-profit, whose principal address and mailing address is 4100 Legendary Drive, Suite 270, Destin, Florida 32541.

ARTICLE III

PURPOSES

The purpose for which the Association is organized is to promote arts and entertainment events of the Destin Commons Mall located in Destin, Florida (the "Mall") to promote the business of the tenants at the Mall (the "Tenants") by generating exposure to shoppers and customers, by collecting from the customers of Tenants a voluntary contribution as set forth in the Bylaws (the "Business").

ARTICLE IV

POWERS

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

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers granted to the Association in the Governing Documents. All of the provisions of the Declaration and Bylaws which grant powers to the Association are incorporated into these Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Governing Documents.

2. To make, establish, amend, abolish (in whole or in part) and enforce reasonable rules and regulations governing the use of the Association property.

3. To employ personnel, retain independent contractors and professional personnel, and enter into contracts to provide for the promotion of the Business.

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4. To enter into the Declaration and any amendments thereto and instruments referred to therein.

5. To assign and/or delegate any right, duty or obligation of the Association as it deems necessary.

ARTICLE V **MEMBERS AND VOTING**

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. The owner of the Mall shall be the initial Member (the "Class A Member").

B. The Class A Member shall be entitled to appoint additional Members who must be Tenants at the Mall in order to maintain their membership status (the "Class B Members").

C. The Association shall have two (2) classes of voting membership:

1. "Class A Members" shall be entitled to three times the total number of votes of each Class B Member plus one.

2. "Class B Members" shall be entitled to one (1) vote each.

D. No Member may assign, hypothecate or transfer in any manner its membership in the Association.

E. Unless some greater number is provided for in the Governing Documents, a quorum shall consist of persons entitled to cast at least fifty percent (50%) of the total number of votes of the Members.

ARTICLE VI **TERM**

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and

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its properties.

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator is Heather Ruiz, whose address is c/o 4100 Legendary Drive, Suite 270, Destin, Florida 32541.

ARTICLE VIII
OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two or more offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE IX
FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Dan Poulin 4100 Legendary Drive, Suite 270 Destin, Florida 32541
Vice President	Dean Smith 4100 Legendary Drive, Suite 270 Destin, Florida 32541
Treasurer	Brooke Zannis 4100 Legendary Drive, Suite 270 Destin, Florida 32541

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Secretary

Jessica Johnsey
 4100 Legendary Drive, Suite 270
 Destin, Florida 32541

ARTICLE X
BOARD OF DIRECTORS

A. The number of Directors on the first Board of Directors of the Association ("First Board") shall be no less than three (3) and no more than four (4). The number of Directors elected by the Members to the Board shall be an odd number of no less than three (3) nor more than seven (7). The Board shall determine the number of Directors to comprise the Board prior to each meeting at which Directors are to be elected. Each Director shall have only one (1) vote.

B. The names and addresses of the persons who are to serve as Directors on the First Board are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Dan Poulin	4100 Legendary Drive, Suite 270 Destin, Florida 32541
Jessica Johnsey	4100 Legendary Drive, Suite 270 Destin, Florida 32541
Brooke Zannis	19501 Biscayne Boulevard, Suite 400 Aventura, Florida 33180

The Class A Member reserves the right to replace and/or designate and elect successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

C. The Board shall continue to be so designated and elected, as described herein, at each subsequent "Annual Members' Meeting" (as defined in the Bylaws).

A Director (other than a Class A appointed Director) may be removed from office upon the affirmative vote or agreement in writing of a majority of the voting interests of the Members for any reason deemed to be in the best interests of the Members.

ARTICLE XI
INDEMNIFICATION

Each and every Director and officer of the Association shall be indemnified by the Association from and against any and all losses, claims, demands, suits, actions, causes of action,

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liabilities (including, without limitation, property damage, personal injury and/or death), judgments, damages (including, without limitation, consequential and/or punitive damages), fines, liens, encumbrances, penalties, costs and expenses of whatever nature or kind (including, without limitation, reasonable fees for attorney and paralegal services and all costs and court costs through and including all trial, appellate and post-judgment levels and proceedings), related to, arising out of and/or resulting from his/her being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer of the time such cost, expense or liability is incurred. Notwithstanding the above, (i) in the event of a settlement in connection with any of the foregoing, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and (ii) in the event a Director or officer admits that he/she is or is adjudged guilty of willful misconduct or gross negligence in the performance of his/her duties, the indemnification provisions of this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

ARTICLE XII **BYLAWS**

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XIII **AMENDMENTS**

A. These Articles may be amended only by an instrument in writing signed by the Secretary of the Association and filed in the Office of the Secretary of State of the State of Florida.

B. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

ARTICLE XIV **REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the initial registered agent of the Association is:

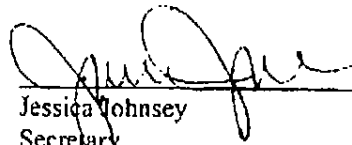
NRAI Services, Inc.

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1200 South Pine Island Road
Plantation, Florida 33324

Pursuant to Article XIII, these Articles can be amended by the Secretary of the Association which amendment is to be filed in the Office of the Secretary of State of the State of Florida, without the consent of any Member. The First Board adopted these Articles, as amended and restated herein, on June 2, 2022.

The undersigned Secretary of Association has executed these Amended and Restated Articles of Incorporation on June 2, 2022.



Jessica Johnsey
Secretary