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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR**

**WINDWARD PROPERTY OWNERS ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)**

**[SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION-
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT.]**

These are the Amended and Restated Articles of Incorporation of Windward Property Owners Association, Inc. ("Association"), originally filed with the Florida Department of State on December 4, 1986, assigned Document Number N18076. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

ARTICLE I- NAME

The name of the corporation is Windward Property Owners Association, Inc., a Florida corporation not-for-profit (the "Association").

ARTICLE II- DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Amended and Restated Covenants and Restrictions of Windward at Bluewater (the "Declaration") recorded, or to be recorded, among the Public Records of Okaloosa County, Florida and shall have the same meaning or definition ascribed thereto in the Declaration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be 4516 Highway 20 East #102 Niceville, FL 32578.

ARTICLE IV- PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720, as amended from time to time ("HOA Act") of the laws of the State of Florida. The Association is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable to Chapter 720 of the laws of the State of Florida. The purposes for which the corporation is organized are to: (i) provide for ownership, operation, maintenance and preservation of the Common Areas and improvements thereon; (ii) perform the duties delegated to it in the Declaration, Bylaws and these Articles; and (iii) administer the interests of the Association and Lot Owners.

ARTICLE V - GENERAL POWERS

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 Bylaws and the Declaration including, without limitation, the following:

Section 1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

Section 2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

Section 3. To delegate power or powers where such is deemed in the interest of the Association.

Section 4. To levy Assessments and other charges on Lots, collect such Assessments and other charges from Lot Owner Members, and to use the proceeds thereof in the exercise of its powers and duties.

Section 5. To pay taxes and other charges, if any, on or against the the Common Areas.

Section 6. To have all express powers conferred upon the Association by these Articles, the Declaration, Bylaws and Chapter 720, Florida Statutes, and to have all powers conferred upon a corporation by the laws of the State of Florida, including Chapter 617, Florida Statutes, except as prohibited herein.

Section 7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.

Section 8. To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property, except as otherwise expressly limited or prohibited in these Articles, the Declaration, the Bylaws or the HOA Act.

Section 9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

Section 10. To sue and be sued, and to enforce by legal means the provisions of the HOA Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and the policies of the Association.

Section 11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

Section 12. To contract for services for the operation, maintenance, and management of Common Areas and as applicable under the Declaration authorities and discretion afforded, portions of the Lots in instances where Lots Owners have failed in their maintenance or repair duties.

Section 13. To contract for the management of the Association and to delegate to the party or parties with whom such contract has been entered into certain powers and duties of the Association commonly so delegated, excepting those which require specific approval of the Board of Directors or the membership of the Association.

ARTICLE VI- MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII – MEMBERS AND DIRECTORS

Section 1. Every Owner of a Lot shall be a Member of the Association and subject to the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

Section 2. All of the duties and powers of the Association existing under the HOA Act, the Declaration, these Articles, the Bylaws and the Rules (all as amended from time to time) shall be exercised by the Board of Directors or such committees to which authority is given by the Board or pursuant to the HOA Act or the Governing Documents of the Association, subject only to approval by Members when such approval is specifically required.

Section 3. The term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

ARTICLE VIII - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President: Anna Marie Hammond
Vice President: Wendy Wilson
Treasurer: Charles Danick

ARTICLE X - REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Corporation's registered office is 4410 Highway 20 East #102 Niceville, FL 32578, and the Registered Agent is High 4 Management, Inc.

ARTICLE XI- CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XII- AMENDMENTS TO ARTICLES OF INCORPORATION

Amendment of these Articles requires the approval of at least two-thirds (2/3) of the membership voting interests present in person or by proxy at a membership meeting at which there is a quorum. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the By-laws of this Association may not be amended except as provided in the Bylaws.

ARTICLE XIII- INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. **Indemnity.** The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed

to act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

Section 2. Defense. To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 3. Advances. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by this Article XIV.

Section 4. Miscellaneous. The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

ARTICLE XIV- TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. Any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

ARTICLE XV - DISSOLUTION

The Association may be dissolved if eighty percent of the total voting interests of the Association vote at a duly held meeting of the Members in favor of dissolution. Upon 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, or as otherwise determined by the Articles of Dissolution approved by the Membership.

ARTICLE XVI- INCORPORATOR

The names and addresses of the original Incorporators are:

Carolyn T. McMullen 1950 Bluewater Blvd, Niceville, FL 32578
 Judy E. Cannon 1950 Bluewater Blvd, Niceville, FL 32578
 Jimmie E. Boisjolie 1950 Bluewater Blvd, Niceville, FL 32578

IN WITNESS WHEREOF, the undersigned officer of the Windward Property Owners Association, Inc., a Florida corporation not-for-profit, does hereby certify that the foregoing Amended and Restated Articles of Incorporation was duly proposed and approved by a majority of the Board of Directors and by at least 60% of the voting Members in accordance with the Association's governing documents and Florida law.

Executed this 21st day of April, 2023.

WINDWARD PROPERTY OWNERS
ASSOCIATION, INC.

By: [Signature]
Anna Marie Hammond, President

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing Instrument was acknowledged before me ☒ by means of physical presence or ☐ by online notarization, this 21st day of April, 2023, by Anna Marie Hammond as President of Windward Property Owners Association, Inc., a Florida corporation not-for-profit. ~~He~~ She is ☐ personally known to me or has ☒ produced FL Driver's License as identification.



KIMBERLY SMITH
Commission # HH 301442
Expires November 13, 2026


[Signature]
Notary Public Signature

Kimberly Smith
Notary Name [Printed/Typed/Handwritten]
State of Florida
Commission Expires: November 13, 2026

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Windward Property Owners Association, Inc., a Florida corporation not-for-profit this 24th day of April, 2023.

HIGH 4 MANAGEMENT, INC.

By: 
Name: Toni High
Its: President

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