

From: Karin Drakas  
7/19/23, 4:28 PM

Fax: 15616151025

To:

Fax: (850) 617-6380

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07/20/2023 9:00 AM

**n23 00004909**

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
NATUREWALK AT POND CREEK OWNERS ASSOCIATION, INC.**

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: NatureWalk at Pond Creek Owners Association, Inc.

DOCUMENT NUMBER: N23000004909

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

Please return all correspondence concerning this matter to the following:

Peter R. Ray, Esq.

(Name of Contact Person)

Cohen Norris Wolmer Ray Telepman Berkowitz & Cohen

(Firm/ Company)

712 U.S. Highway One, Suite 400

(Address)

North Palm Beach, FL 33408

(City/ State and Zip Code)

MEGAN@OLSONLANDPARTNERS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karin Drakas

561

844-3600

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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☐ \$43.75 Filing Fee &  
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☐ \$43.75 Filing Fee &  
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☐ \$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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
NatureWalk at Pond Creek Owners  
Association, Inc.**

The undersigned incorporator adopts the following Second Amended and Restated Articles of Incorporation (the "Articles") for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act."

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is NatureWalk at Pond Creek Owners Association, Inc. (the "Association").

**ARTICLE II  
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for NatureWalk at Pond Creek, recorded or to be recorded in the public records of Santa Rosa County, Florida, unless otherwise stated in the Articles, or unless the context otherwise requires.

**ARTICLE IV  
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed with the Department of State of the State of Florida.

**ARTICLE V  
PURPOSES AND POWERS**

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer, or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association.

The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are: To own, operate, maintain, preserve, or replace, and to provide architectural control over the Property, including the Common Area, and to those properties that may be annexed or joined to the Property from time to time pursuant to the Declaration; and

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- (a) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain, and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements, fixtures, and personal property in connection with the business and affairs of the Association; and
- (b) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without the consent of a majority of the Members to such dedication, sale, or transfer, in writing or by vote at a duly called meeting of the Association, or without the prior written consent of Declarant so long as Declarant owns at least one Lot; and
- (c) To establish, levy, collect, and enforce payment of, all assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties; and
- (d) To pay all expenses in connection with, and incident to, the conduct of the business and affairs of the Association; and
- (e) To borrow money and to pledge, mortgage, or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and
- (f) To annex and join additional real property to the Property pursuant to the terms and provisions of the Declaration; and
- (g) To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and
- (h) To grant easements on or through the Common Area or any portion of the Property; and
- (i) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, as the same may be amended from time to time; and
- (j) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate the purposes for which the Association is organized; and
- (k) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Owners, including, but not limited to, trash removal and other utilities or services; and
- (l) To purchase insurance upon the Property or any part of the Property and insurance for the protection of the Association, its Officers, its Directors, and the Owners; and
- (m) To employ personnel to perform the services required for the proper operation of the Association.

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(n) Cause the Association to operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the requirements of the NFWFMD permit as issued for the NatureWalk at Pond Creek Lots and applicable NFWFMD rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration.

(o) Cause the Association to levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management system. The assessments shall be used for the maintenance and repair of the Stormwater Management system and mitigation of preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments to applicable law.

#### ARTICLE VI BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors must be a minimum of three and always an odd number. Directors appointed by the Declarant before turnover need not be Members of the Association. Following turnover, Directors must be Members.

B. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject to approval by Owners only when such approval is specifically required.

C. ELECTION; REMOVAL. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws and by Chapter 720, Florida Statutes, as it may be amended from time to time. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws or by Florida law, as it may be amended from time to time.

D. TERM OF INITIAL DIRECTORS. The Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods determined by the Declarant, but in no event, after turnover unless voted upon by the Members.

E. INITIAL DIRECTORS. The names and addresses of the initial Board of Directors, who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Rick Olson  
4300 Legendary  
Drive  
Suite 234  
Destin, FL 32541

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Megan Magrath  
4300 Legendary  
Drive  
Suite 234  
Destin, FL 32541

Robin Eads  
4300 Legendary  
Drive  
Suite 234  
Destin, FL 32541

#### ARTICLE VII OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for the filling of vacancies and for the duties of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President  
Rick Olson  
4300 Legendary  
Drive  
Suite 234  
Destin, FL 32541

Vice-President  
Megan Magrath  
4300 Legendary  
Drive  
Suite 234  
Destin, FL 32541

Secretary/Treasurer  
Robin Eads  
4300 Legendary  
Drive  
Suite 234  
Destin, FL 32541

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## ARTICLE VIII MEMBERSHIP

Every person or entity who is a record title owner of any Lot shall be a Member of the Association. Any person or entity who holds an interest in any Lot merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Lot and cannot be conveyed other than by conveyance of fee simple title to the Lot.

## ARTICLE IX AMENDMENT

Amendments to these Articles shall be made in the following manner:

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

B. ADOPTION. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a 2/3 majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.

C. LIMITATION. No amendment shall make any changes in: (i) the qualifications for membership; (ii) voting rights or property rights of Members; (iii) purposes and powers; and (iv) indemnification, without the approval in writing of all Members and the joinder of all record owners of mortgages or Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers, or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Paragraph C of Article IX shall be effective.

D. DECLARANT'S AMENDMENT. The Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be affected solely by the Declarant.

E. A copy of each amendment must be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy recorded in the Public Records of Santa Rosa County, Florida.

F. NFWFMD AMENDMENTS. Any amendment to these articles that alters the provisions regarding the maintenance of and assessments for the Stormwater Management system, must have the prior approval of the NFWFMD.

## ARTICLE X BYLAWS

The Bylaws of the Association may be altered, amended, rescinded in the manner provided in the Bylaws and the Declaration.

## ARTICLE XI INCORPORATOR

The name and address of the incorporator of the Association is: Rick Olson, 4300 Legendary Drive Suite 234, Destin, FL 32541

## ARTICLE XII INDEMNIFICATION

A. INDEMNITY. The Association shall indemnify any person who 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 is or was a Director, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. EXPENSES. To the extent that a Director, Officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph A above or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by that person.

C. ADVANCES. 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 the receipt of an undertaking by or on behalf of the affected Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XII.

D. MISCELLANEOUS. The indemnification provided by this Article 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, employee, or agent and shall inure to the benefit of the heirs and

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personal representatives of such person.

E. **INSURANCE.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving, at the request of the Association, as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. **AMENDMENT.** Notwithstanding anything herein to the contrary, the provisions of this Article XII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

### ARTICLE XIII DISSOLUTION

Unless the Board of Directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the Board of Directors must adopt a resolution recommending that the Association be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of Members entitled to vote, which may be either an annual or special meeting. Written notice stating that the purpose or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each Member as of thirty days prior to the date of transmitting such notice to those entitled to vote at such meeting. This notice shall be sent at least ten (10) days and not more than sixty (60) days before the date named for the meeting to each Member by United States mail, to the Owner's address appearing on the books of the Association. A resolution to dissolve the corporation shall be adopted upon receiving 80% of the votes which Members present at such meeting or represented by proxy are entitled to cast. At any time after dissolution is authorized, the corporation may dissolve by delivering to the Department of State articles of dissolution for filing.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and NFWFMD Applicant's Handbook Volume I, Section 12.3, and be approved by the NFWFMD prior to such termination, dissolution or liquidation.

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**ARTICLE XIV  
INITIAL REGISTERED OFFICE AND AGENT AND CORPORATE OFFICE**

The street address of the initial registered office of the Association is:

4300 Legendary Drive  
Suite 234  
Destin, FL 32541

The name of the initial registered agent of the Association at said address is - Rick Olson

The address of the principal corporate office of the Association is:

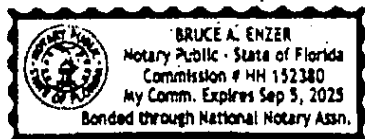
4300 Legendary Drive  
Suite 234, Destin, FL, 32541

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation of NatureWalk at Pond Creek Owners Association, Inc., on this 18<sup>th</sup> day of July, 2023.

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

  
Rick Olson, Incorporator

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 18<sup>th</sup> day of July, 2023, by Rick Olson who is personally known to me or who produced as identification.



  
NOTARY PUBLIC

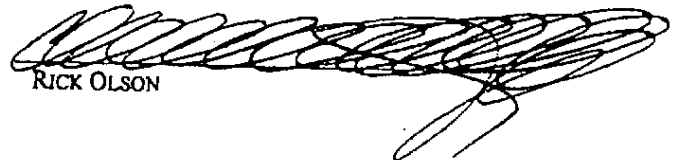
My Commission Expires: 09/05/2025

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, RICK OLSON, accept the appointment as registered agent for NATUREWALK AT  
POIND CREEK OWNERS ASSOCIATION, INC., as set forth in its Second Amended and  
Restated Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have signed this 18 day of July, 2023.

  
RICK OLSON

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