

N 26802

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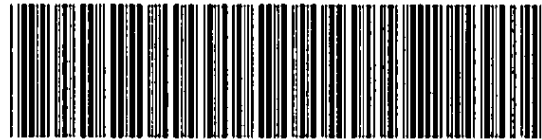
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Amended
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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Matanzas Shores Owner's Association, Inc.
CORPORATE NAME

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: James Roche, Esq.
Name (Printed or typed)
110 Solana Rd., Ste. 102
Address
Ponte Vedra Beach, FL 32082
City, State & Zip
(904) 371-2098
Daytime Telephone number
keep current address on file
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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July 28, 2021

JAMES ROCHE, ESQ.
MCCABE & RONSMAN
110 SOLANA RD - STE. 102
PONTE VEDRA BEACH, FL 32082

SUBJECT: MATANZAS SHORES OWNER'S ASSOCIATION, INC.
Ref. Number: N26802

We have received your document for MATANZAS SHORES OWNER'S ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 321A00017609

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

MATANZAS SHORES OWNER'S ASSOCIATION, INC.

(A corporation not for profit)

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
NAME/DURATION

The name of the corporation is MATANZAS SHORES OWNER'S ASSOCIATION, INC., and its duration shall be perpetual.

ARTICLE II
PURPOSE AND POWERS

The purpose of this corporation is to provide for a unified effort in protecting the value of the property of the members of the corporation, in accordance with the Declaration of Covenants, Conditions and Restrictions for Matanzas Shores recorded in the Official Records of Flagler County, Florida, and any Supplemental Declaration and amendments thereto filed in accordance therewith (collectively, the "Declaration"). The Association shall exercise all the powers and privileges and perform all of the duties and obligations of the corporation as defined and set forth in these Articles, the Bylaws, and the Declaration. The Association shall also have all powers granted by statutory and common law not in conflict with the terms of the Declaration, these Articles, and the Bylaws. The powers of the Declaration include the establishment and enforcement of the payments of charges or assessments contained therein, the power to contract for the management of the Association and engagement in such other lawful activities as may be to the mutual benefit of the members and their property.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the personal benefit of any member or individual person, firm or corporation.

Terms used herein shall have the meanings ascribed to them in the Declaration, unless the context would prohibit.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS
IN THE ASSOCIATION

Section 1. Membership. Every Owner of a fee or undivided fee interest in any Residential Unit, Commercial Unit, or Commercial Parcel, whether improved or not, shall be a mandatory Member of the Association. Membership shall be appurtenant to and inseparable from ownership of a Unit or Commercial Parcel. Where any one Unit or Commercial Parcel is owned by more than one natural or non-natural person, all such record Owners of a fee or undivided fee interest in such Unit or Commercial Parcel shall be Members, but there shall only be one (1) Voting Interest attributable to each Unit and Commercial

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Parcel. Membership in the Association shall only be transferred through, and incident to, the conveyance of a fee or undivided fee interest in a Unit or Commercial Parcel, and no Member may be disassociated from Membership in the Association without also being divested of ownership of a fee or undivided fee interest in a Unit or Commercial Parcel. The Association shall not issue shares of stock or dividends to any Members.

Section 2. Voting Rights & Membership Classes. The Association shall have one mandatory class of voting membership, which shall be a Class A Membership. All record Owners of a fee or undivided fee interest in a Unit or Commercial Parcel shall be Class A Members of the Association. There is one (1) Voting Interest appurtenant to each Residential Unit and Commercial Parcel. In addition, the Association may, but shall not be obligated to, admit additional members of the Association as WWTP Service Members. WWTP Service Members are not Class A Members, do not have any Voting Interests, are not entitled to exercise any rights of the Class A Members, and do not have any rights except as expressly provided in the Declaration.

Section 3. Representative Voting. Members do not have the right to directly cast or exercise Voting Interests with respect to any matter requiring or permitting a vote of the Members or Voting Interests. All Voting Interests of the Members shall be cast in a representative capacity by the Voting Member. Voting Members may only cast or exercise the Voting Interests of Members when expressly permitted or required by the Governing Documents or law.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors. The Association shall be governed by a Board of Directors comprised of at least five (5) directors. The specific number of directors and election procedures shall be set forth in the Bylaws.

ARTICLE V OFFICERS

Officers shall be elected by the Board of Directors and shall consist of a President, Vice President, Treasurer and Secretary.

ARTICLE VI INDEMNIFICATION

Section 1. Indemnity. The Association shall indemnify any person who was or is a party to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she 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 or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. However, the Association may not indemnify a director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) willful or intentional misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a Member; (b) a transaction in which the director, officer, employee, or agent derived an improper personal benefit; (c) a violation of criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful and no reasonable cause to believe his or her conduct was unlawful; or (d) any grounds which, as a matter of applicable law, prohibit the Association from indemnifying the director, officer, employee, or agent. 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 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, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Approval. Any indemnification under Section 1 above (unless ordered by a court or otherwise mandatory as a matter of law) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of the directors who were not parties to such action, suit or proceeding, or (b) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion, or by the affirmative vote of the Voting Members representing two-thirds (2/3) of the total Voting Interests.

Section 3. Advances. The Association may, before the final disposition of any criminal or civil proceeding, advance funds to pay for or reimburse expenses incurred in connection with the proceeding by an individual who is a party to the proceeding because that individual is or was a director, officer, employee, or agent of the Association if the individual delivers to the Association a signed written undertaking of the individual to repay any funds advanced if: (a) the individual is not entitled to mandatory indemnification under applicable law; or (b) it is ultimately finally adjudicated that the individual has not meet the relevant standard of conduct to be entitled to indemnification under Section 1 above. The undertaking required by the individual must be an unlimited general obligation but need not be secured and may be accepted without reference to the financial ability of the individual to make repayment. Such authorizations to advance expenses shall be made in the same manner as the decision to indemnify per Section 2 above.

Section 4. 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 Voting Interests or otherwise. In addition, nothing in this Article shall require the Association to indemnify or advance expenses with respect to any agent of the Association who is an agent by virtue of a contract between the Association and the agent unless, and only to the extent, agreed in such contract.

Section 5. 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, insuring against any liability asserted against or incurred by such person in any such capacity, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VII

BY-LAWS

The initial Bylaws are to be written and approved by the Board of Directors. The Bylaws may thereafter be adopted, amended, altered or rescinded only with the approval of not less than seventy-five (75%) percent of all the Directors or the affirmative vote of the Voting Members representing two-thirds (2/3) of the total Voting Interests.

The Bylaws shall include the time and place for annual meetings and for regular and special meetings, quorum requirements, the manner of electing directors and officers and voting requirements.

ARTICLE VIII

AMENDMENT OF ARTICLES

Section 1. Manner of Amendment. These Articles of Incorporation may be amended, altered or rescinded only with the approval of not less than seventy-five (75) percent of all the Directors or the affirmative vote of the Voting Members representing two-thirds (2/3) of the total Voting Interests.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control, and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

REGISTERED OFFICE AND AGENT

The street address of the current registered office and agent of this Corporation is Leland Management, Inc., 6972 Lake Gloria Blvd., Orlando, Florida 32809.

ARTICLE X

DISSOLUTION

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than one hundred percent (100%) of the Voting Interests represented by the Voting Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed in accordance with the Declaration and applicable law.

22nd IN WITNESS WHEREOF, the undersigned Officer has affixed his or her signature hereunto this
day of June, 2021.

Matanzas Shores Owner's Association, Inc.

By:

Printed:

As its:

Adoption of Amendment(s)

(CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: August 5, 2021

Signature: Karen Y Hegarty -

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Karen Y Hegarty

(Typed or printed name of person signing)

Maranzas Shores Owners Association President
J (Title of person signing)