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*Restated
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: South Moon Under Property Owners Association, Inc.

DOCUMENT NUMBER: N306

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

Please return all correspondence concerning this matter to the following:

Eugene G Popow

(Name of Contact Person)

South Moon Under Property Owners Association, Inc.

(Firm/ Company)

696 Fischer Drive

(Address)

Sebastian, Florida 32958

(City/ State and Zip Code)

gpopow@bluewatercommercialrealty.com

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

For further information concerning this matter, please call:

Eugene G Popow

561-385-8377

(Name of Contact Person)

at (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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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

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION OF SOUTH MOON UNDER PROPERTY OWNERS ASSOCIATION, INC.

(A Florida Not For Profit Corporation)

FILED
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This instrument amends and restates the Articles of Incorporation of South Moon Under Property Owners Association, Inc., which was originally filed with the Secretary of State of Florida on February 6 1989 as document N30610.

ARTICLE I – NAME

The name of the corporation is South Moon Under Property Owners Association, Inc. For convenience, the corporation shall hereafter be referred to as "Association", these Articles of Incorporation as "Articles" and the By-Laws of the Association as "By-Laws".

ARTICLE II- OFFICE

The principal office and mailing address of the Association is 696 Fischer Drive, Sebastian, Florida 32958, or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III – PURPOSE

The purpose for which the Association is organized is to provide for the maintenance, preservation and architectural control of resident lots, the exterior of homes and the Common Areas within the tract of property described on Exhibit "A" to the Declaration of Covenants, Conditions and Restrictions recorded on Official Records Book 0671 Page 1317 of the Public Records of Indian River County (such document as subsequently amended referred to hereinafter as the "Covenants"). All conditions of the Covenants are incorporated herein and adopted by these Articles by this reference. The further purpose of the Association is to preserve the values and amenities in the properties owned by Association Members and to maintain the Common Areas for the benefit of the Owners who are or become Members of the Association.

ARTICLE IV – POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida except as expressly limited or restricted by the terms of these Articles, the Covenants, or the By-Laws. In addition to the foregoing, the Association shall have all of the powers reasonably necessary to operate the Association and to enforce the terms of the Covenants as they may be amended from time to time.

ARTICLE V – MEMBERSHIP

Every person or entity who is a record owner of a lot which is subject to the Covenants shall be a member of the Association. Any owner of more than one lot shall be entitled to one (1) membership for each lot owned. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Indian River County, Florida; a deed or other instrument establishing record title to a lot and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE VI – VOTING

The members of the Association are entitled to one (1) vote for each lot owned by them. The total number of votes is equal to the total number of lots. The vote of a lot is not divisible. If a lot is owned by two or more persons, that lot's vote may be cast by any of the owners provided only one vote shall be cast. If the multiple owners cannot agree how to vote, and attempt to cast more than one vote, the vote for that lot shall not be counted. The vote of an owner which is not a natural person shall be cast by any person authorized to act on behalf of that entity.

ARTICLE VII – BOARD OF DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors determined by the By-Laws.

7.2 Directors shall be elected at the annual meeting of the members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner specified in the By-Laws.

ARTICLE VIII – OFFICERS

8.1 The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the members at each annual meeting. The duties of each officer shall be as specified in the By-Laws or imposed by the Board of Directors.

8.2 Any officer may be removed and a replacement appointed as specified in the By-Laws.

ARTICLES IX – NAME AND OFFICE OF REGISTERED AGENT

The registered agent of the Association and the location of the agent's office shall be determined and appointed by the Board of Directors from time to time.

ARTICLE X – INDEMNIFICATION

On behalf of every director or officer of the Association, the Association shall pay all expenses and liabilities, including counsel fees incurred by or imposed in connection with any proceeding or settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of being or having been a director or officer of the Association, regardless of whether he/she is a director or officer of the Association at the time such expenses are incurred. The foregoing shall not apply, and the director or officer shall not be entitled to this indemnification if the director or officer is adjudged guilty of willful misfeasance in performance of their duties.

The Board of Directors shall have the authority to approve of any settlement made in connection with this indemnification provision to ensure that such settlement is in the best interest of the Association. The

ARTICLE XI – BY-LAWS

The By-Laws of the Association may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XII–AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

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

12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by petition of the members of the Association representing at least twenty-five (25%) of the total voting interests. Such approvals must be by a vote of not less than seventy-five percent (75%) of the members who are entitled to vote and who participate in voting, in person or by proxy, at a noticed membership meeting, provided at least a majority of the membership participates.

12.3 If an amendment is approved, a certificate of amendment will be signed by the president or vice president and shall be recorded in the Public Records of Indian River County, Florida.

ARTICLE XIII – TERM

The term of the Association shall be perpetual.

ARTICLE XIV – DISSOLUTION

The Association may be dissolved in the manner provided by Florida law provided the resolution to dissolve is approved by a vote of at least two thirds (2/3) of the members of the Association at a meeting duly called for such purpose. Upon approval of dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall be sold. The proceeds of such a sale shall first be used for the payment of any debts or obligations of the Association. The excess, if any, shall be distributed to the members in equal shares.

END OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

Prepared by and Return to:
Eugene G Popow
696 Fischer Drive
Sebastian, Florida 32958

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF SOUTH MOON UNDER PROPERTY OWNERS ASSOCIATION, INC.

I hereby certify that at a duly called meeting of the members of South Moon Under Property Owners Association, Inc. held on February 9, 2021, in accordance with the requirements of the applicable Florida Statutes and the governing documents, the Restated Articles of Incorporation of South Moon Under Property Owners Association, Inc., attached hereto as Exhibit A, were duly adopted by the membership. The Articles of Incorporation of South Moon Under Property Owners Association, Inc. were originally filed with the Secretary of State of Florida on February 6, 1989.

IN WITNESS WHEREOF, the South Moon Under Property Owners Association, Inc. has caused this instrument to be signed by its duly authorized officer on this 11 day of February, 2021.

Betty M. Popow

Signature of Witness #1

Betty M. Popow

Printed Name of Witness #1

Eugene G Popow

Signature of Witness #2

Eugene G Popow

Printed Name of Witness #2

South Moon Under Property Owners
Association, Inc.

By: Cory S. Richter

Cory S. Richter, President

Printed Name/Title

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

The foregoing instrument was executed and acknowledged before me this 11th day of Feb, 2021, by Cory Richter as President of South Moon Under Property Owners Association, Inc on behalf of such Corporation. He is personally known to me or has produced _____ as identification.

Betty M. Popow
Notary Public, State of Florida

