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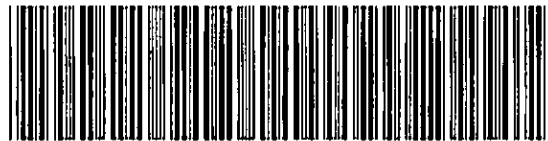
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE SUNSET LANDING HOMEOWNERS ASSOCIATION II, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE SUNSET LANDING HOMEOWNERS ASSOCIATION II, INC.

A Corporation Not for Profit

The undersigned residents of the State of Florida hereby associate themselves for the purpose of operating a Corporation not-for-profit pursuant to Chapter 720 of the laws of the State of Florida, to administer, enforce, and carry out the terms and provisions of the Declaration and By-Laws, as the same may be amended from time to time, and certify:

ARTICLE I

Name

The name of this corporation is THE SUNSET LANDING HOMEOWNERS ASSOCIATION II, INC., Called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 5513 Sunset Landing Circle, St. Augustine, St. Johns County, Florida 32080. Carol Durrant, who is currently Secretary and Treasurer of the Association, is hereby appointed the registered agent of the Association. Both the Associations registered office and registered agent may change from time to time as provided by the law and the Articles. During the annual re-incorporation filing, registered office and agents will be changed as needed.

ARTICLE III

Purpose and Powers of the Association

The Association does not comp template pecuniary gain or profit to its members. It is formed to promote the health, safety and general welfare of the residents within all or any portion of that tract of land located in St. Johns County, Florida, which is described in and made subject to the provisions of that Declaration of Covenants and Restrictions for Sunset Landing recorded in the Public Records of St. Johns County, Florida, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided within the Declaration. Without limitation, this Association is empowered to:

(a) Declaration Powers. Exercise all rights, statutory powers, common law, and privileges and perform all duties of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles, including but not limited to, all of the powers of a corporation under Chapters 617 and 720 of the Florida Statutes including the right to enforce all the provisions of the Declaration pertaining to the Association in its own name.

(b) Property. Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible, or intangible, in connection with the Association's affairs as may be determined by the Board from time to time.

(c) Assessments. To make and collect assessments against members of the Association to defray costs, expenses, reserves and losses incurred or to be incurred by the Association; and to use the proceeds thereof in the exercise of the Association's powers and duties; fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration. To enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to, the Declaration.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, all licenses, taxes, or other governmental charges levied against the Association's property. To hold funds for the exclusive benefit of the Members of the Association as set forth in these Articles and as provided in the Declaration and By-Laws.

(e) Maintenance. To operate, maintain, manage, and repair, replace and improve any and all the Common Areas, and any such other portions of the Properties, including the stormwater management system and all associated facilities as may be determined by the Board from time to time.

(f) Reconstruction. To provide, purchase, acquire, replace, improve, maintain, repair and/or reconstruct such buildings and other structures, landscaping, both real and personal, related to the Common Areas of the Association, and after casualty, as the Board in its discretion determines necessary or appropriate.

(g) Borrowings. Borrow money and, with the approval of two-thirds, (2/3) of the members, mortgage, pledge, hypothecate, assign, grant security interest in, or otherwise transfer any and all of its property for money borrowed, debts incurred, or any other of its obligations.

(h) Reorganization. With the approval of two-thirds, (2/3) of the members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(l) Regulations. From time to time, adopt, amend, rescind, and enforce reasonable regulations governing the use of the Lots consistent with the rights and duties established by the Declaration.

(j) Contract. Contract with others or employ personnel necessary for the performance of the Association's management, maintenance responsibilities or any other obligations, services, and duties required under the Declaration and for the furnishings of services or materials for the benefit of the Property.

(k) General. Exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary, convenient or desirable to the exercise of any right, power, or privilege so granted.

(l) Architectural. Exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of Properties pursuant to the Declaration.

ARTICLE IV

Membership

Every person from time to time who holds the record fee simple title or any undivided simple fee interest of record, to any Lot is a member of this Association, including contract sellers, but excluding all Persons who hold any interest in any Lot merely as security for the performance of an obligation. Any owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot. Membership may not be transferred except by transfer of record title to such Lot.

ARTICLE V

Voting Rights

The total number of Members' votes shall be equal to the total number of Lots within the Association from time to time. Members are entitled to one vote for each Lot owned. If more than one person owns a record fee simple interest in any Lot, all such Persons are members, although there is only one vote for such Lot and no fractional votes are permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary of the Association applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Lot is held by husband and wife, either co-owner is entitled to cast the vote for such Lot unless a written voting authorization is filed with the Association designating the voting co-owner. If title is held by a corporation, the Secretary to the corporation shall file with the Association a certificate designating the authorized voting representative of the corporation, which shall remain effective until a written certificate rescinding the authorization is received by and filed with the Association.

ARTICLE VI

Board of Directors

Section 1. Number and Term. This Association's affairs are managed by a Board of Directors composed of three Directors, who must be Association members. The number of Directors from time to time may be changed from a minimum of three to a maximum of seven, but must at all times remain an odd number. The term of office for all Directors is two (2) years, with elections being held in odd years. Any Director may succeed himself in office.

Section 2. Election. All Directors are elected by vote at the annual meeting in odd years. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles and the person receiving the largest number of votes cast by the members is elected. Cumulative voting is not permitted. The elected Directors will serve until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve.

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The Board of Directors shall be the officers and are elected according to Article VI. All the duties and powers of the Association existing under the Florida Statutes, the Articles, the By-Laws, and the Declaration shall be exercised exclusively by the Board, its agents, contractors or employees, subject to the approval of the Members only when specifically required. The Board of Directors/Officers shall serve until their successors are elected by the members of the Association at the next Annual meeting in odd numbered years.

Section 1. Indemnification. To the fullest extent permitted by law, every officer and director of the Association shall be indemnified by the Association against all expenses and liability including reasonable attorney's fees, incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been an officer or director of the Association, whether or not he or she is an officer or director at the time such expenses are incurred. The foregoing right of indemnification shall not be available and the officer or director shall be liable for monetary damages as provided in Section 617.0834, Florida Statutes, as amended, if such officer or director breached or failed to perform his or her duties as an officer or director; and the breach of, or failure to perform his or her duties constitutes: (1) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from establishing that he or she had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (2) a transaction from which the officer or director derived and improper personal benefit directly or indirectly; or (3) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Claims for reimbursement as permitted under this Section shall be paid by the Board as incurred. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

Section 2. Insurance. To purchase insurance for the protection of the Association, its property, officers, directors and such other parties as the Association may determine to be in the best interests of the Association.

ARTICLE VIII

Duration

This Association exists perpetually.

ARTICLE IX

By-Laws

The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter the By-Laws may be amended or rescinded by a majority vote by a quorum of members at any regular or special meeting duly called and conveyed.

ARTICLE X

Amendments

Amendments to those Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of the members. A copy of each amendment shall be attached to a certificate that the amendment was duly adopted as an amendment to the Articles of Incorporation, which certificate shall be in the form required by law and shall be executed by officers of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of St. Johns County, Florida and with the Florida Division of Corporations.

ARTICLE XI

Other Approval

As provided for in the Declaration, the approval of the holders of sixty-seven percent (67%) of the First Mortgages from time to time encumbering the Lots is required for the merger, consolidation, or dissolution of this Association.

Any expenditure of the Board of Directors in its day to day management of this Association over Two-hundred and fifty dollars (\$250.00) must have the approval of two-thirds (2/3) of the members, except in an emergency, whereas the Board can approve emergency expenditures of any amount as needed/determined by the Board.

ARTICLE XII

Voting Requirements

Section 1. Percentage Requirements. The majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of membership. If any provision of these Articles, the Declaration, or the By-Laws expressly requires the approval of the membership, and in the absence of an expressed provision requiring a specified percentage of the votes to be cast by the membership, the majority vote of those members present at a meeting duly called and convened is sufficient to constitute the act of that membership.

Section 2. Extraordinary Actions. When any provision of the Declaration, these Articles or the By-Laws, requires an action to be approved by more than a majority of the membership, that action requires an Extraordinary Action. Unless the provision of the Declaration, these Articles, or the By-Laws expressly requires the approval of the specified percentage of the membership, the approval of a specified percentage of those members present in person or by proxy shall constitute the approval of the Extraordinary Action by the members. Among other actions that may be set forth in the Declaration, these Articles, or the By-Laws, the following constitutes Extraordinary Actions that must be approved by two-thirds (2/3) of the members and (i) any merger, consolidation, or dissolution of this Association; (ii) amendment of these Articles of Incorporation; and (iii) the purchase of additional lands to be owned by the Association for the benefit of the Owners.

Section 3. Notice, Proxies. Written notice of all Board meetings must be mailed, delivered, or electronically transmitted to the members at least 48 hours in advance of the meeting except in an emergency. Written notice of all meetings of the membership stating the purpose of the meeting must be mailed, delivered, or electronically transmitted to all Owners not less than 14 days in advance of such meetings.

Section 4. Quorum Requirements. The presence of the member or proxies entitled to vote must be at least one-half (1/2) of the votes, constitutes a quorum for meetings at which an Extraordinary Action is considered. For all other meetings the presence of members or proxies entitled to vote must be at least one-third (1/3) of the votes of the entire membership shall constitute a quorum. If the required quorum is not forthcoming, the members present shall have the power to adjourn the meeting, from time to time without notice other than the announcement at the meeting, until the entire quorum shall be present or represented. Proxies must be registered with the Secretary of the Association prior to members meetings.

Section 5. Written Action. Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those members who have not consented in writing.

Section 6. Certification. Any instrument signed by an executive officer of this Association, and attested to by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XIII

Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning when used in these Articles, and the rules of the interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to interpreted, construed, and applied and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV

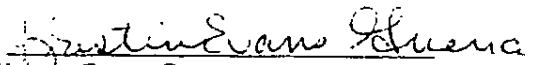
Subscribers

The subscribers of these amended and restated Articles of Incorporation remain the same as the original Articles of Incorporation.

**CERTIFICATE OF AMENDMENT
(AMENDED and Restated Articles of Incorporation
of The Sunset Landing Homeowners Association II, Inc.)**

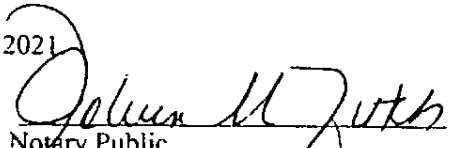
THE UNDERSIGNED, being the President of The Sunset Landing Homeowners Association II, Inc., a Florida corporation not-for-profit, (the "Association") hereby certifies as follows: On May 16, 2021, a meeting of the Members of the Association was held, where a quorum was present after due notice, where a vote of not less than seventy-five percent (75%) of all members approved the Amended and Restated Articles of Incorporation, as attached hereto.

IN WITNESS THEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned constituting the incorporators of this Association, have executed these Articles of Incorporation this 3rd day of November, 2021.

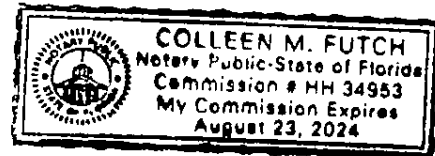

Kristin Evans Guerra

BEFORE ME, the undersigned authority, this day personally appeared Kristin Evans Guerra, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of The Sunset Landing Homeowners Association II, Inc., who acknowledged to me that she executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 3rd day of November, 2021.



Notary Public
My commission expires:

STATE OF FLORIDA
COUNTY OF ST. JOHNS



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED

THE SUNSET LANDING HOMEOWNERS ASSOCIATION II, INC., desiring to Amend and Restate The Articles of Incorporation of The Sunset Landing Homeowners Association II, Inc. organized under the laws of the State of Florida as a corporation not-for-profit with its principal place of business in St. Johns County, Florida, has named Carol Durrant, whose business office is 379 Palmetto Road, St. Augustine, Florida 32080 as it's Registered Agent to accept service of process within this state, all in accordance with Chapters 617 and 720, Florida Statutes.


Carol Durrant
Secretary/Treasurer

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

Dated this 18 day of October, 2021.