

N31530

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

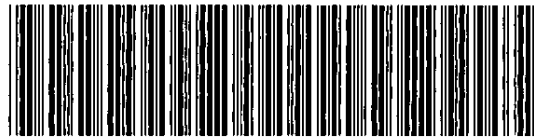
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000127312950

05/19/08--01046--002 \*\*35.00

FILED  
08 JUN 18 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
DLG 6/20

**BECKER &  
POLIAKOFF**

348 Miracle Strip Parkway SW  
Paradise Village, Suite 7  
Fort Walton Beach, Florida 32548  
Phone: (850) 664-2229 Fax: (850) 664-7882  
US Toll Free: (800) 852-4560

ADMINISTRATIVE OFFICE  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312  
800.432.7712 U.S. TOLL FREE

WWW.BECKER-POLIAKOFF.COM  
BP@BECKER-POLIAKOFF.COM

May 16, 2008

Reply To:  
Fort Walton Beach  
RNewman@becker-poliakoff.com

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for Fairways at Tiger  
Point East Homeowners Association, Inc. (Document Number: N31530)

Ladies and/or Gentlemen:

Enclosed are the following:

1. Original Amended and Restated Articles of Incorporation for Fairways at Tiger Point East Homeowners Association, Inc.
2. Copy of Amended and Restated Articles of Incorporation for Fairways at Tiger Point East Homeowners Association, Inc.
3. Check in the amount of \$35.00

Please return the copy to us, **date-stamped**, in the enclosed self addressed stamped envelope.

Sincerely,



Elay Gray  
Legal Assistant

/eg  
Enclosures

FLORIDA OFFICES

BOCA RATON

FORT MYERS

FORT WALTON BEACH

HOLLYWOOD

HOMESTEAD

MELBOURNE \*

MIAMI

NAPLES

ORLANDO

PORT ST. LUCIE

SARASOTA

TALLAHASSEE

TAMPA BAY

WEST PALM BEACH

U.S. & GLOBAL OFFICES

BEIJING \*

NEW YORK CITY

PARIS \*

PRAGUE

TEL AVIV \*

\* by appointment only

FWB\_DB: 14445\_1



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 28, 2008

BECKER & POLIAKOFF  
% ELAY GRAY  
348 MIRACLE STRIP PARKWAY SW, #7  
FT. WALTON BCH, FL 32548

SUBJECT: FAIRWAYS AT TIGER POINT EAST HOMEOWNERS'  
ASSOCIATION, INC.  
Ref. Number: N31530

We have received your document for FAIRWAYS AT TIGER POINT EAST HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

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) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 308A00033356

RECEIVED

JUN 18 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Instrument prepared by:  
Raymond F. Newman, Jr.  
Becker & Poliakoff, P.A.  
348 Miracle Strip Parkway, SW  
Paradise Village Suite 7  
Ft. Walton Beach, FL 32548

FILED  
08 JUN 18 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FAIRWAYS AT TIGER POINT EAST HOMEOWNERS' ASSOCIATION, INC.

THE UNDERSIGNED, being the duly elected and acting President of Fairways at Tiger Point East Homeowners' Association, Inc., a Florida corporation not for profit, 4144 Longwood Circle, Gulf Breeze, FL 32563, does hereby certify that the attached Amended and Restated Articles of Incorporation of Fairways at Tiger Point East Homeowners, Association, Inc., were proposed and duly adopted by the Board of Directors of the Association, and were duly approved by not less than seventy-five percent (75%) of the total membership on February 12, 2008 at a meeting of the members when a quorum was present, after due notice. The number of votes cast by the Directors and by the members for approval of the amendment was sufficient for their approval.

Witnesses:

MEGAN MORRISON

Printed Name:

Bette Sue Evers

Printed Name:

FAIRWAYS AT TIGER POINT EAST  
HOMEOWNERS' ASSOCIATION, INC.

By:

Richard Cross  
Richard Cross, Its President

STATE OF FLORIDA :

: SS

COUNTY OF SANTA ROSA :

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of June, 2008, by Richard Cross, as the President of Fairways at Tiger Point East Homeowners' Association, Inc., a not-for-profit corporation. He is personally known to me, or produced \_\_\_\_\_ as identification, and has taken an oath. If no type of identification is indicated, the above-named person is personally known by me.

My Commission Expires:



Sarah H. Ellis

Notary Public Signature

Sarah H. Ellis  
Printed Name

**SUBSTANTIAL RE-WORDING OF ARTICLES OF INCORPORATION. SEE  
CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT.**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**FAIRWAYS AT TIGER POINT EAST HOMEOWNERS' ASSOCIATION, INC.**

---

**ARTICLE I**

**NAME**

The name of the Corporation shall be Fairways at Tiger Point East Homeowners' Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

**ARTICLE II**

**PURPOSE**

The Association is organized for the purpose of operating a homeowners association pursuant to Chapter 720, Florida Statutes, for the operation of that certain community known as Fairways at Tiger Point East (the "Community").

**ARTICLE III**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Amended and Restated Declaration of Covenants and Restrictions for Fairways at Tiger Point East ("Declaration"), and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV**

**POWERS**

4.1 The powers of the Association shall be as set out in the By-laws.

4.2 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

08 JUL 18 PM 4:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

4.3 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

## ARTICLE V

### MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Lots in the Community.

5.2 Assignment. The share of a Member in the funds and assets of the Association, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that share is held.

5.3 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

## ARTICLE VI

### TERM OF EXISTENCE

The Association shall have perpetual existence.

## ARTICLE VII

### INCORPORATORS

The names and addresses of the subscribers of the Association were as follows:

William J. Flowers	1243 Tall Pine Trail Gulf Breeze, Florida 32561
--------------------	--

J. Daniel Howard	P. O. Box 9444 Pensacola, Florida 32513
------------------	--

Faye Flowers	1243 Tall Pine Trail Gulf Breeze, Florida 32561
--------------	--

## ARTICLE VIII

### OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting

following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

## ARTICLE IX

### DIRECTORS

9.1 Number and Qualification. The affairs of the Association shall be managed by a Board of not less than three (3), nor more than seven (7) directors, the exact number to be determined at the time of election. All Directors must be Members of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under Chapter 720, Florida Statutes, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Lot Owners only when specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws and the Florida Statutes.

## ARTICLE X

### INDEMNIFICATION

10.1 Indemnity. To the extent permitted by law, the Association shall indemnify any person 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 (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of, or a committee member appointed by, 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 in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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

interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

10.2 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 Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) 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 in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, 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.

10.5 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 By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, 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, executors and administrators of such a person.

## **ARTICLE XI**

### **AMENDMENTS**

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

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

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the votes of the participating membership of the Association, present and voting, in person or by



proxy, at a meeting at which a quorum is established or by written agreement where at least a quorum of the membership participates.

No Articles shall be revised or amended by reference to its title or number only. Proposals to amend existing Articles shall contain the full text of the Articles to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles of Incorporation. See Article . . . for present text." Nonmaterial errors or omissions in the Articles process shall not invalidate any otherwise properly promulgated amendment.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

11.4 Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Santa Rosa County, Florida.

## **ARTICLE XII**

### **ADDRESS**

The principal place of business of the Corporation shall be located at ~~4144 Longwood Circle, P.O. Box 6432~~, Gulf Breeze, Florida 32563, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

## **ARTICLE XIII**

### **REGISTERED OFFICE ADDRESS**

### **AND NAME OF REGISTERED AGENT**

The registered agent of this Corporation is Megan Morrison, 4144 Longwood Circle, Gulf Breeze, Florida 32563 or as may be subsequently changed.