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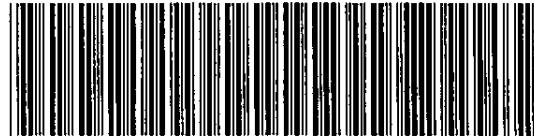
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** LITTLE DUNES HOMEOWNERS ASSOCIATION, INC.

**DOCUMENT NUMBER:** N47742

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

Please return all correspondence concerning this matter to the following:

TERESA L. PRINCE, ESQ.

(Name of Contact Person)

TOMASSETTI & PRINCE

(Firm/ Company)

406 ASH STREET

(Address)

FERNANDINA BEACH, FL 32034

(City/ State and Zip Code)

INFO@AIMAMELIA.COM

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

For further information concerning this matter, please call:

TERESA L. PRINCE

904

261-1833

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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|---|--|---|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**

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**OF**

**LITTLE DUNES HOMEOWNERS**  
**ASSOCIATION, INC.**

N47742

Pursuant to the provisions of § 617.1007, Florida Statutes, Little Dunes Homeowners Association, Inc., a Florida Not For Profit Corporation, whose original Articles of Incorporation were filed by the Florida Department of State on March 9, 1992, by resolutions duly adopted by its board of directors and its members, adopts the following Amended and Restated Articles of Incorporation (the "Articles"):

**I. NAME.**

The name of this corporation is Little Dunes Homeowners Association, Inc. (the "Association").

**II. PURPOSES.**

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the owners of the property within the residential area referred to as Little Dunes ("Little Dunes" or "Subdivision") and described in the Amended and Restated Declaration of Covenants and Restrictions for Little Dunes (the "Declaration") recorded in the Public Records of Nassau County, Florida. The Subdivision consists of that certain real property situated in Nassau County, Florida, described below as may be expanded as provided in the Declaration.

All of the real property constituting Little Dunes Phase One, Little Dunes Phase Two, Little Dunes Phase Three, Little Dunes Phase Four, and Little Dunes Phase Five, as more particularly described in: (1) that certain plat of Little Dunes Phase One made by Amelia Island Holding Company on February 4, 1992 and recorded on March 2, 1992 in Plat Book 5, Page 340 of the Public Records of Nassau County, Florida; (2) that certain plat of Little Dunes Phase Two made by Amelia Island Holding Company on May 17, 1993 and recorded on June 4, 1993 in Plat Book 5, Page 365 of the aforesaid public records; (3) that certain plat of Little Dunes Phase Three made by Dunes Club Company II on October 31, 1996 and recorded on November 1, 1996 in Plat Book 6, Page 56 of the aforesaid public records; (4) that certain plat of Little Dunes Phase

Four made by Dunes Club Company II on July 13, 1998 and recorded on July 15, 1998 in Plat Book 6, Page 146 of the aforesaid public records; and (5) that certain plat of Little Dunes Phase Five made by Dunes Club Company II and recorded on August 29, 2000 in Plat Book 6, Pages 205-206 of the aforesaid public records.

"Owner", "Lot", "Unit" and "Common Property" and any other defined terms used in these Articles shall have the same meaning when used herein as in the Declaration.

B. To own and maintain, insure, repair and replace the general and/or Common Property, roadways, parks, sidewalks and/or access paths, street and other Common Property, structures, landscaping and other improvements in and/or benefitting the Subdivision for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Subdivision, as well as the alteration, and/or changes thereto.

D. To provide for private security, fire protection and such other services and the capital improvements and equipment related thereto within the Subdivision for which the Association has accepted or may accept the responsibility.

E. To operate without profit for the benefit of its Members.

F. To perform all of the functions contemplated for the Association, and undertaken by the Board, in accordance with the Declaration.

### **III. GENERAL POWERS.**

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers or appoint agents where such is deemed in the interest of the Association;

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make perform or

carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the property and the costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize the Board, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user of Association property when such is deemed appropriate by the Board.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

H. In general, to have all powers conferred by Florida law upon a Florida Not For Profit Corporation, except as prohibited herein.

#### **IV. MEMBERS.**

The Members shall consist of the Owners of property in the Subdivision and all such Owners shall be Members of the Association. There shall be only one class of Members.

#### **V. VOTING AND ASSESSMENTS.**

A. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which he holds the interest required for membership. When one or more person holds such interest or interests in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot owned by one or more Members.

B. Except as otherwise provided by these Articles, the Declaration, or the Bylaws of Little Dunes Homeowners Association, Inc. (the "Bylaws"), the affirmative vote of a majority of the votes which are entitled to be cast by the Owners of Lots represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

C. The Association will obtain funds with which to operate by assessment of its Members in accordance with these Articles, the Declaration, the Bylaws, and Chapter 720, Florida Statutes, as amended from time to time.

#### **VI. BOARD OF DIRECTORS.**

A. The Board shall consist of not less than three (3), nor more than five (5) Directors. All Directors shall be Members of the Association. Elections shall be by plurality vote. As many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause in accordance with section 720.303(10), Florida Statutes, as amended from time to time.

B. The names and addresses of the members of the Board of Directors at the time of approval of these Articles are:

Fred Abood  
5440 First Coast Highway  
Amelia Island, Florida 32034

Jerry Buhler  
5440 First Coast Highway  
Amelia Island, Florida 32034

K. Michael Robbins  
5440 First Coast Highway  
Amelia Island, Florida 32034

Kimberly Collins  
5440 First Coast Highway  
Amelia Island, Florida 32034

Nancy Billington  
5440 First Coast Highway  
Amelia Island, Florida 32034

## **VII. OFFICERS.**

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, except the offices of President and Secretary, may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the officers at the time of approval of these Articles are as follows:

President      Fred Abood

Vice President   K. Michael Robbins

Secretary      Nancy Billington

Treasurer      Jerry Buhler

## **VIII. CORPORATE EXISTENCE.**

The Association shall have perpetual existence.

## **IX. AMENDMENTS.**

These Articles may be altered, amended or repealed by the affirmative vote of two-thirds of the voting interests of the Association.

## **X. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings.

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the trust or other enterprises which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expense, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court,

administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made 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.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### **XI. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.**

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### **XII. DISSOLUTION OF THE ASSOCIATION.**

A. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the Directors and approval by two-thirds (2/3) of the voting interests of the Association.

B. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. The Common Property, as defined in the Declaration, shall be dedicated, gifted, or transferred to the Dunes Club Community Association, Inc. or the Amelia Island



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Plantation Community Association, Inc., or their successor(s), unless both of these organizations refuse to accept such dedication, gift, or transfer.

2. Remaining assets shall be distributed among the Members as tenants in common, with each Member's share of the assets to be determined in accordance with its voting rights.

### DESIGNATION OF REGISTERED AGENT

The name of the registered agent for Little Dunes Homeowners Association, Inc. is Amelia Island Management and the street address of the corporation's principal office where the agent is located is 5440 First Coast Highway, Amelia Island, Florida 32034.

### CERTIFICATE PURSUANT TO FLA. STAT. § 617.1007(3)

These amended and restated articles of incorporation contain amendments to the articles of incorporation requiring member approval. The amendments were duly approved by the members by a vote sufficient for approval at a meeting of the members duly held on October 14, 2016.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these amended and restated articles of incorporation on October 14, 2016.

  
Fred Aboud, President

  
Nancy Billington, Secretary

### ACCEPTANCE OF REGISTERED AGENT

This statement is to acknowledge that, as indicated above, Little Dunes Homeowners Association, Inc. has appointed me, AIM, as its registered agent to accept service of process for the corporation at the place designated above. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: Oct. 14, 2016.

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Name: Am. by Nick Lambriase  
5440 First Coast Highway  
Amelia Island, FL 32034

Sworn to and subscribed before me on Oct. 14 2016 by  
Nick Lambriase who is personally known to me or who produced as identification the  
following: \_\_\_\_\_.

Jane Marie Malcolm  
NOTARY PUBLIC

