



# N48952

## Sunset Beach Homeowners Association at Bluewater Bay, Inc.

August 31, 2001

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Gentlemen:

Sunset Beach Homeowners Association at Bluewater Bay, Inc. and its sub-association, Manor Homes at Sunset Beach Owners Association, Inc., have amended their Articles of Incorporation. Those amended Articles and the fee for filing are enclosed.

Please let me know if you have any questions.

Very truly,

*Linda G. Davis*

Linda G. Davis  
Association Manager

lgd

FILED  
01 SEP 10 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*R. Stant*

T. LEWIS SEP 17 2001

**CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION  
OF  
THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC.**


The undersigned officers of THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC., a Florida corporation not for profit, in compliance with the requirements of sections 617.1007, 617.10002, 617.01201, and 617.1006, Florida Statutes, hereby certify that:

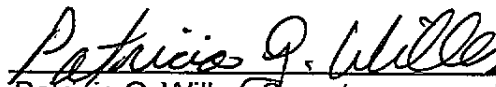
1. The "SECOND RESTATED ARTICLES OF INCORPORATION OF THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC." being filed herewith contain several amendments to the RESTATED ARTICLES OF INCORPORATION OF THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC.

2. The amendments contained in the text of the "SECOND RESTATED ARTICLES OF INCORPORATION OF THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC." required member approval.

3. The date of the adoption of the amendments contained in the document attached hereto as "Attachment 1" was June 29, 2001. There were 40 1/2 votes cast in favor of the amendments by the members, which is a sufficient number of votes for approval of the amendments.

IN WITNESS WHEREOF, the President and Secretary of THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC. have hereunto affixed their signatures this 9<sup>th</sup> day of JULY, 2001.

  
Harold J. Vucovich, President

  
Patricia G. Willoz, Secretary

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July 2001, by Harold J. Vucovich, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of July, 2001.

Linda G. Davis

NOTARY PUBLIC

Print or type name LINDA G. DAVIS  
My Commission # CC 814970  
My Commission Expires 04/25/2003

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July 2001, by Patricia G. Willoz, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of July, 2001.

Linda G. Davis

NOTARY PUBLIC

Print or type name LINDA G. DAVIS  
My Commission # CC 814970  
My Commission Expires 04/25/2003

**SECOND RESTATED ARTICLES OF INCORPORATION**

**OF**

**THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC.**

FILED  
01 SEP 10 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of a corporation not for profit, we hereby associate ourselves into a corporation for the purposes and the powers stated in the Articles: to that end we do, by these Second Restated Articles of Incorporation, set forth the following:

**ARTICLE I**

**NAME:** The name of this corporation shall be THE MANOR HOMES AT SUNSET BEACH OWNERS' ASSOCIATION, INC., referred to in these Articles as the "Association", whose business will be conducted within Okaloosa County, Florida.

**ARTICLE II**

**PURPOSES:** The general nature, objects and purposes of this Association are to administer, operate and enforce the provisions of the Second Amended Declaration of Covenants and Restrictions for The Manor Homes at Sunset Beach Owners' Association, Inc.

**ARTICLE III**

**ADDRESS:** The principal office of the corporation will be 77 Sunset Strip, Niceville, FL 32578, or such other location as the Association's Board of Directors may from time to time designate by resolution. The mailing address of the corporation will be P.O. Box 1145, Niceville, FL 32588, or such other address as the Association's Board of Directors may from time to time designate by resolution.

**ARTICLE IV**

**TERM:** The term for which this corporation is to exist shall be perpetual.

**ARTICLE V**

**DEFINITIONS:**

1. **ARTICLES:** means this document.
2. **ASSOCIATION:** means The Manor Homes at Sunset Beach Owners' Association, Inc.
3. **BY-LAWS:** means the By-Laws of the Association.

**4. DECLARATION:** means the Second Amended Declaration of Covenants, and Restrictions filed by Sunset Beach Development Company at Bluewater Bay, Ltd., pertaining to the property known as The Manor Homes at Sunset Beach.

**5. DEVELOPER:** means Sunset Beach Development Company at Bluewater Bay, Ltd., their successors and assigns.

**6. SUNSET BEACH AT BLUEWATER BAY:** means the real property being developed by Sunset Beach Development Company at Bluewater Bay, Ltd., including the Manor Homes at Sunset Beach, the Coach Homes at Sunset Beach, the Estate Lots and the Fairway Villas at Sunset Beach.

## **ARTICLE VI**

**POWERS:** The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the Declaration.

2. The Association shall have all of the powers necessary to implement purposes of the Association, including but not limited to, the following:

(a) To make, levy and collect assessments against the owners of residential units; to provide funds to pay for the expenses of the Association and to use and expend the proceeds of assessments and exercise the powers and duties of the Association.

(b) To maintain, repair, replace areas of common responsibility of the Manor Homes at Sunset Beach and the easements.

(c) To enforce by legal means, the provisions of the Declaration and Second Amended Declaration.

(d) To contract with third parties for the accomplishment of the purposes of the Association.

## **ARTICLE VII**

**MEMBERS:** The qualification of members, manner of their admission to membership, determination of such membership and voting by numbers shall be as follows:

1. The owners of residential units shall be members of this Association, and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of ownership of fee title to or fee interest in a residential unit whether by conveyance, devise, or judicial decree. The new owner designated in such deed or such other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the residential unit designated, shall be terminated. The new owner shall deliver to the Association, a true copy of such deed or instrument of acquisition of title.

3. 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 residential unit.

4. The owner of each residential unit shall have one vote per unit.

## **ARTICLE VIII**

**SUBSCRIBERS:** The names and street addresses of the subscribers to these Second Restated Articles are as follows:

Harold J. Vucovich  
4347 Sunset Beach Boulevard  
Niceville, Florida 32578  
President

David T. Howe  
4348 Sunset Beach Circle  
Niceville, Florida 32578  
Vice President

Patricia G. Willoz  
4315 Sunset Beach Boulevard  
Niceville, Florida 32578  
Secretary

## **ARTICLE IX**

### **OFFICERS:**

1. The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and if any, by the Assistant Secretary and Assistant Treasurer, which will be the same Board of Directors of Sunset Beach Homeowners Association.

2. The Sunset Beach Homeowners Association Board shall elect the President, a Vice President, a Secretary, and Treasurer, and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurer as the Board shall, from time to time, determine. All officers shall be elected from amongst the membership of the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## **ARTICLE X**

**FIRST OFFICERS:** The names of the officers who served until the first election of officers of the Board were as follows:

Mr. Francis E. Leidy, President  
800 Bay Drive, Apt. 24  
Niceville, FL 32578 (904) 897-7777

Mr. James C. Weathers, Vice President  
421 Martinique Cove  
Niceville, FL 32578 (904) 897-7777

Mr. Raimund Herden, Secretary/Treasurer  
77 Sunset Strip  
Niceville, FL 32578 (904) 897-7777

## **ARTICLE XI**

### **BOARD OF DIRECTORS:**

1. The number of members of the First Board of Directors was three (3). The names and street addresses of the first Board of Directors were as follows:

Mr. Francis E. Leidy, President  
800 Bay Drive, Apt. 24  
Niceville, FL 32578 (904) 897-7777

Mr. James C. Weathers, Vice president  
421 Martinique Cove  
Niceville, FL 32578 (904) 897-7777

Mr. Raimund Herden, Secretary/Treasurer  
77 Sunset Strip  
Niceville, FL 32578 (904) 897-7777

2. The Board of Directors shall be comprised of up to seven members.

3. The first election by the members of the Association for Directors was held within one year after the first unit was sold. The election of Directors shall take place annually at the annual members meeting. Members may cast their votes by written ballot only on a form to be provided by the Association and which may be mailed to the Association in the manner provided in the By-Laws. Board members shall stagger their terms by a procedure to be set by the Board, and members shall serve for periods of two years.

## **ARTICLE XII**

**INDEMNIFICATION:** Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with the proceeding to which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such Director or officer may be entitled whether by statute or common law.

## **ARTICLE XIII**

**BY-LAWS:** The By-Laws of the Association were adopted by the first Board and thereafter may be altered, amended or rescinded in the same manner set forth in the By-Laws.

## **ARTICLE XIV**

**AMENDMENTS:** The Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered or in the notice which accompanies written ballots which may be prepared by the Association and submitted to the members to be mailed back to the Association in the manner provided in the By-Laws. Members may cast their votes by written ballot only on a form prepared by the Association which shall be mailed to the Association within the time established for submission of such votes.

2. A resolution approving a proposed amendment may be proposed by either the Board or by the membership of the Association, and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of two-thirds (2/3) of the members of the Association.

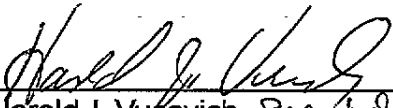


3. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Amended Declaration.

#### ARTICLE XV

**REGISTERED AGENT:** The name of the registered agent of the corporation shall be Raymond F. Newman. The address of the registered agent for service of process shall be Suite 7, 348 Miracle Strip Parkway SW, Fort Walton Beach, Florida 32548.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 9<sup>th</sup> day of JULY, 2001.

  
Harold J. Vucovich - President

  
David T. Howe

  
Patricia G. Willox

STATE OF FLORIDA

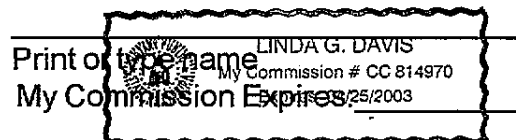
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2001, by Harold J. Vucovich, who is personally known to me to who produced \_\_\_\_\_ as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of July, 2001.



Notary Public



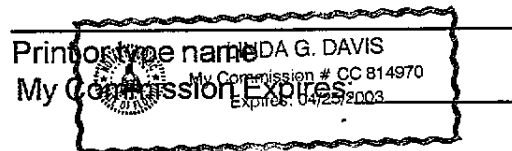
STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2001, by David T. Howe, who is personally known to me to who produced \_\_\_\_\_ as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of July, 2001.

Linda G. Davis  
Notary Public



STATE OF FLORIDA

COUNTY OF OKALOOSA


The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2001, by Patricia G. Willoz, who is personally known to me to who produced \_\_\_\_\_ as identification and who did/did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of July, 2001.

Linda G. Davis  
Notary Public



COUNTY OF OKALOOSA

  
Raymond F. Newman

COUNTY OF OKALOOSA

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup>  
day of July, 2001.

Linda B. Davis  
NOTARY PUBLIC

Print or type name \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

