

This instrument prepared by/return to:  
James Roche, Esq.  
McCabe | Ronsman  
110 Solana Rd., Suite 102  
Ponte Vedra Beach, FL 32082

**CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
MATANZAS SHORES OWNER'S ASSOCIATION, INC.**

**THIS CERTIFICATE OF AMENDMENT** to the Articles of Incorporation of Matanzas Shores Owner's Association, Inc. ("Association") is made by the undersigned officers of the Association who certify that the amendments attached as **Exhibit A** were approved by not less than eighty percent (80%) of all directors at a duly-noticed meeting of the Board of Directors held on May, 21, 2021, at which a quorum was attained.

**IN WITNESS WHEREOF**, the undersigned Officers of the Association have executed this Certificate of Amendment on the dates written below.

**Matanzas Shores Owner's Association,  
Inc.**

Karen Y Hegarty  
President

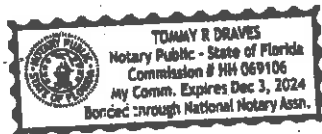
Karen Y Hegarty  
Printed

Ronnie Wilson  
Secretary

Ronnie Wilson, Secretary  
Printed

STATE OF FLORIDA  
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization this 22 day of June, 2021, by Karen Y Hegarty, as President, and Ronnie D. Wilson as Secretary, of Matanzas Shores Owner's Association, Inc., on behalf of the corporation.



[Signature]  
(Signature of Notary Public – State of Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

~~Personally Known~~ or Produced Identification

Type of Identification Produced: FL Driver's License



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MATANZAS SHORES OWNER'S ASSOCIATION, INC.  
(A corporation not for profit)

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I  
NAME/DURATION

The name of the corporation is MATANZAS SHORES OWNER'S ASSOCIATION, INC., and its duration shall be perpetual.

ARTICLE II  
PURPOSE AND POWERS

The purpose of this corporation is to provide for a unified effort in protecting the value of the property of the members of the corporation, in accordance with the Declaration of Covenants, Conditions and Restrictions for Matanzas Shores recorded in the Official Records of Flagler County, Florida, and any Supplemental Declaration and amendments thereto filed in accordance therewith (collectively, the "Declaration"). The Association shall exercise all the powers and privileges and perform all of the duties and obligations of the corporation as defined and set forth in these Articles, the Bylaws, and the Declaration. The Association shall also have all powers granted by statutory and common law not in conflict with the terms of the Declaration, these Articles, and the Bylaws. The powers of the Declaration include the establishment and enforcement of the payments of charges or assessments contained therein, the power to contract for the management of the Association and engagement in such other lawful activities as may be to the mutual benefit of the members and their property.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the personal benefit of any member or individual person, firm or corporation.

Terms used herein shall have the meanings ascribed to them in the Declaration, unless the context would prohibit.

ARTICLE III  
MEMBERSHIP AND VOTING RIGHTS  
IN THE ASSOCIATION

Section 1. Membership. Every Owner of a fee or undivided fee interest in any Residential Unit, Commercial Unit, or Commercial Parcel, whether improved or not, shall be a mandatory Member of the Association. Membership shall be appurtenant to and inseparable from ownership of a Unit or Commercial Parcel. Where any one Unit or Commercial Parcel is owned by more than one natural or non-natural person, all such record Owners of a fee or undivided fee interest in such Unit or Commercial Parcel shall be Members, but there shall only be one (1) Voting Interest attributable to each Unit and Commercial

Parcel. Membership in the Association shall only be transferred through, and incident to, the conveyance of a fee or undivided fee interest in a Unit or Commercial Parcel, and no Member may be disassociated from Membership in the Association without also being divested of ownership of a fee or undivided fee interest in a Unit or Commercial Parcel. The Association shall not issue shares of stock or dividends to any Members.

Section 2. Voting Rights & Membership Classes. The Association shall have one mandatory class of voting membership, which shall be a Class A Membership. All record Owners of a fee or undivided fee interest in a Unit or Commercial Parcel shall be Class A Members of the Association. There is one (1) Voting Interest appurtenant to each Residential Unit and Commercial Parcel. In addition, the Association may, but shall not be obligated to, admit additional members of the Association as WWTP Service Members. WWTP Service Members are not Class A Members, do not have any Voting Interests, are not entitled to exercise any rights of the Class A Members, and do not have any rights except as expressly provided in the Declaration.

Section 3. Representative Voting. Members do not have the right to directly cast or exercise Voting Interests with respect to any matter requiring or permitting a vote of the Members or Voting Interests. All Voting Interests of the Members shall be cast in a representative capacity by the Voting Member. Voting Members may only cast or exercise the Voting Interests of Members when expressly permitted or required by the Governing Documents or law.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors. The Association shall be governed by a Board of Directors comprised of at least five (5) directors. The specific number of directors and election procedures shall be set forth in the Bylaws.

#### ARTICLE V OFFICERS

Officers shall be elected by the Board of Directors and shall consist of a President, Vice President, Treasurer and Secretary.

#### ARTICLE VI INDEMNIFICATION

Section 1. Indemnity. The Association shall indemnify any person who was or is a party to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. However, the Association may not indemnify a director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) willful or intentional misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a Member; (b) a transaction in which the director, officer, employee, or agent derived an improper personal benefit; (c) a violation of criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful and no reasonable cause to believe his or her conduct was unlawful; or (d) any grounds which, as a matter of applicable law, prohibit the Association from indemnifying the director, officer, employee, or agent. 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 interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Approval. Any indemnification under Section 1 above (unless ordered by a court or otherwise mandatory as a matter of law) 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 under the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of the directors who were not parties to such action, suit or proceeding, or (b) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion, or by the affirmative vote of the Voting Members representing two-thirds (2/3) of the total Voting Interests.

Section 3. Advances. The Association may, before the final disposition of any criminal or civil proceeding, advance funds to pay for or reimburse expenses incurred in connection with the proceeding by an individual who is a party to the proceeding because that individual is or was a director, officer, employee, or agent of the Association if the individual delivers to the Association a signed written undertaking of the individual to repay any funds advanced if: (a) the individual is not entitled to mandatory indemnification under applicable law; or (b) it is ultimately finally adjudicated that the individual has not meet the relevant standard of conduct to be entitled to indemnification under Section 1 above. The undertaking required by the individual must be an unlimited general obligation but need not be secured and may be accepted without reference to the financial ability of the individual to make repayment. Such authorizations to advance expenses shall be made in the same manner as the decision to indemnify per Section 2 above.

Section 4. 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 bylaw, agreement, vote of Voting Interests or otherwise. In addition, nothing in this Article shall require the Association to indemnify or advance expenses with respect to any agent of the Association who is an agent by virtue of a contract between the Association and the agent unless, and only to the extent, agreed in such contract.

Section 5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, insuring against any liability asserted against or incurred by such person in any such capacity, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VII  
BY-LAWS

The initial Bylaws are to be written and approved by the Board of Directors. The Bylaws may thereafter be adopted, amended, altered or rescinded only with the approval of not less than seventy-five (75%) percent of all the Directors or the affirmative vote of the Voting Members representing two-thirds (2/3) of the total Voting Interests.

The Bylaws shall include the time and place for annual meetings and for regular and special meetings, quorum requirements, the manner of electing directors and officers and voting requirements.

ARTICLE VIII  
AMENDMENT OF ARTICLES

Section 1. Manner of Amendment. These Articles of Incorporation may be amended, altered or rescinded only with the approval of not less than seventy-five (75) percent of all the Directors or the affirmative vote of the Voting Members representing two-thirds (2/3) of the total Voting Interests.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control, and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX  
REGISTERED OFFICE AND AGENT

The street address of the current registered office and agent of this Corporation is Leland Management, Inc., 6972 Lake Gloria Blvd., Orlando, Florida 32809.

ARTICLE X  
DISSOLUTION

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than one hundred percent (100%) of the Voting Interests represented by the Voting Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed in accordance with the Declaration and applicable law.

22<sup>nd</sup> IN WITNESS WHEREOF, the undersigned Officer has affixed his or her signature hereunto this June day of June, 2021.

Matanzas Shores Owner's Association, Inc.

By: DeBrit Masters

Printed: [Signature]

As its: Management

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation of Registered Agent of Matanzas Shores Owner's Association, Inc. as set forth in these Articles of Incorporation and acknowledges that it understands and accepts the obligations imposed upon registered agents under the Florida Not-For-Profit Corporation Act.

**Leland Management, Inc.**

By: \_\_\_\_\_

Printed: \_\_\_\_\_

As its: \_\_\_\_\_