

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on January 25, 2016, to Articles of Incorporation for BAY POINT WATERFRONT AND CANALFRONT PROPERTY OWNERS ASSN., INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N41978.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-seventh day of January, 2016



CR2EO22 (1-11)

Ken Detzner
Ken Detzner
Secretary of State

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bay Point Waterfront and Canalfront Property Owners Assn., Inc.

DOCUMENT NUMBER: N41978

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

Please return all correspondence concerning this matter to the following:

Timothy J. Sloan

(Name of Contact Person)

Timothy J. Sloan, P.A.

(Firm/ Company)

427 McKenzie Avenue

(Address)

Panama City, FL 32401

(City/ State and Zip Code)

captjim1433@knology.net

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

For further information concerning this matter, please call:

Timothy J. Sloan

850-769-2501

(Name of Contact Person)

at

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

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

Articles of Amendment
to
Articles of Incorporation
of

Bay Point Waterfront and Canalfront Property Owners Assn., Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N41978

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: Jeffrey Marti
PO Box 27089, 4000 Marriott Drive
(Florida street address)
New Registered Office Address:
Bay Point, Florida 32411
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

FILED

2016 JAN 25 PM 4:15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	<u>ST</u>	<u>Jeffrey Brooks</u>	<u>PO Box 27127</u>
<u> </u> Add			<u>Panama City Beach, FL 32411</u>
<u>X</u> Remove			
2) <u> </u> Change	<u>ST</u>	<u>Jeffrey Marti</u>	<u>PO Box 27089, 4000 Marriott Dr.</u>
<u>X</u> Add			<u>Bay Point, FL 32411</u>
<u> </u> Remove			
3) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>

See Exhibit "A" Attached Hereto and Made a Part Hereof

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/21/2015

Signature James Percival

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James Percival

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF INCORPORATION
OF
BAY POINT WATERFRONT AND CANALFRONT
PROPERTY OWNERS ASSN., INC.

ARTICLE I - NAME

The name of this corporation shall be BAY POINT WATERFRONT AND CANALFRONT PROPERTY OWNERS ASSN., INC., a not-for-profit corporation.

ARTICLE II - OBJECTS AND PURPOSES

This Corporation was formed in accordance with the provisions contained in the BAY POINT IMPROVEMENT ASSOCIATION'S Articles Of Incorporation, hereinafter referred to as the Master Association Amendment X, dated January 15, 1988.

The objects and purposes of this not-for-profit association shall include the protection and promotion of the best interests of its members in regard to the Bay Point Canal, its seawalls, the water bottom, the water column, and the watercourse connecting the Canal to Grand Lagoon at Markers #29 and #30 (or their successor markers) at or near the west end of the Bay Point Marina.

In addition, this Corporation, through its Board, shall be responsible for maintenance of the Bay Point Canal, and the watercourse connecting the Canal to Grand Lagoon, at Markers #29 and #30 including the financial responsibility for any dredging needed to maintain the depth of the Canal and said watercourse in an appropriate amount for boating as determined by the Members through their Board of Trustees.

ARTICLE III - POWERS

The corporation shall have all of the powers allowed by State and Federal law, including the power to seek enforcement, or preservation of, the pertinent Covenants And Restrictions, and the Bylaws and Rules adopted by the Board of Trustees.

ARTICLE IV - PROHIBITIONS

Notwithstanding any provisions of this Article of Incorporation of the Bylaws of this corporation, the corporation shall not engage in any prohibited activity as defined by, prescribed in or prohibited by the Statute, regulation, or case decision law of the State of Florida.

ARTICLE V - DURATION

The duration of this corporation is perpetual.

ARTICLE VI - MEMBERSHIP

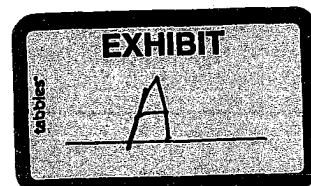
The members of the Association shall be all persons owning, in fee simple, any lot or lots, or an undivided interest in the fee of the following lots in Units One or One A or Weakfish Way; according to the plats filed with the Clerk of the Circuit Court of Bay County, Florida, to-wit

Unit One

Lots 246 through 283, Lots 293 through 417, Lots 419 through 482, Lots 496 through 509, Plat of Bay Point as recorded in Bay County, Florida, Plat Book 11, Pages 47-56.

Unit One A

Lots 284 through 292, Lots 632 through 634, Lots 637 through 639, Lot 640 a/k/a 'Tract A' and Lots 641 through 651, Plat of Bay Point as recorded in Bay County, Florida Plat Book 11, at Pages 70-71.



Weakfish Way

The six lots on Weakfish Way, the legal description for which are found in deeds recorded in Bay County Official Records Book 1071 at Page 1707, O.R.B. 1075 at Page 201, O.R.B. 1089 at Page 93, O.R.B. 1015 at Page 611, O.R.B. 1020 at Page 1227, and O.R.B. 1082 at Page 1266.

Bonefish Pointe

Lots 12, 13, 16, 17 and 18, Plat of Bonefish Point, as recorded in Bay County, Florida Plat Book 18, Page 28.

ARTICLE VII – NAME AND RESIDENCE OF SUBSCRIBERS

The name and residence of the five Subscribers to these Articles Of Incorporation are as follows, to-wit:

Melvin B. Gaines
P.O. Box 27539
Panama City, FL 32411-7539

Gerald R. Castardo
P.O. Box 27263
Panama City, FL 32411-77263

James R. Middleton
P.O. Box 27358
Panama City, FL 32411-7358

William T. Odum
P.O. Box 27097
Panama City, FL 32411-7097

William F. Blesch
P.O. Box 28058
Panama City, FL 32411-8058

ARTICLE VIII - MANAGEMENT

The management, conduct, and control of the affairs, property and business of the Corporation shall be vested in a five-person Board of Trustees, which Board of Trustees shall be the same Board of Trustees as provided for in Article X of the Articles of Incorporation of Bay Point Improvement Association, Inc.; and the persons constituting this Corporation's Board of Trustees shall be exactly the same persons as are elected to the Board of Trustees as provided in said Article X of the Articles Of Incorporation of Bay Point Improvement Association, Inc.

The Trustees shall be elected in the manner provided for in the Bylaws of this Corporation.

The names and addresses of those persons who are to serve as Trustees of the Corporation until their successors are elected are as follows, to-wit:

Melvin B. Gaines
P.O. Box 27539
Panama City, FL 32411-7539

Gerald R. Castardo
P.O. Box 27263
Panama City, FL 32411-77263

James R. Middleton
P.O. Box 27358
Panama City, FL 32411-7358

William T. Odum
P.O. Box 27097
Panama City, FL 32411-7097

William F. Blesch
P.O. Box 28058
Panama City, FL 32411-8058

ARTICLE IX - OFFICERS

The Board of Trustees shall elect its own officers for one-year terms, and those officers shall be a President, a Vice-President, and a Secretary-Treasurer.

The duties and responsibilities and powers of the Officers shall be designated in the Bylaws of this Corporation.

ARTICLE X - BYLAWS

The Bylaws shall be altered, amended, or repealed by a majority of the members of the Board of Trustees of this Organization, after written notice setting forth the proposed amendment has been submitted at least seven (7) days in advance to the Board of Trustees.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

A. The Articles Of Incorporation of the Corporation, subject to Paragraph B. below, may be amended by a majority vote of those members in good standing of the Corporation present in person or by proxy at any regular or special meeting, or any adjournment thereof; provided, however, that notice of such proposed amendment shall be given to each member of the Corporation by such means as are provided in the Bylaws at a member's last known address at least thirty (30) days before said meeting. A quorum for such meeting shall be a majority of the members of the Corporation in good standing and entitled to vote present in person.

B. Article II above may not be amended without the approval of the Board of Directors of BAY POINT IMPROVEMENT ASSOCIATION and any such approval must be evidenced by a written resolution of said Board of Directors.

ARTICLE XII - PRINCIPAL OFFICE ADDRESS AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 4000 Marriott Drive, Suite C, Panama City Beach, Florida, 32408, and the name of the registered agent of this corporation is JEFFREY MARTI, of same address, who is familiar with and accepts the duties and responsibilities as registered agent for said corporation. JEFFREY MARTI

ARTICLE XIII - ASSESSMENTS

A. The Board of Trustees shall have the power to levy general and special and individual assessments upon the several parcels and lots and ownership interests (including platted lots of Bay Point, Unit One, Unit One-A, and Weakfish Way which front on the Bay Point Canal or the watercourse connecting the Canal to Grand Lagoon) which are owned in whole or in part by any member of this Association in order to secure funds to conduct the business of the Association and to accomplish its purposes.

B. General assessments shall be limited to the amount of \$275.00 per parcel or lot or ownership interest for the year beginning the 1st day of February of 1991. Thereafter, the Board shall only have the authority to adjust the maximum annual assessment, utilizing the Consumer Price Index published by the U. S. Department of Labor for December, 1980 as the base Index as well as the latest Index published prior to the 1st day of July of each year.

C. Any assessment larger than the aforesaid amount shall be levied only by the affirmative vote of a majority of the members of the Corporation voting at the annual meeting of the membership, or at a special meeting called in accordance with the provision of these Articles and the By-Laws.

D. All assessments levied by the Board of Trustees or the membership shall constitute and shall remain until paid a lien upon the parcel or lot or ownership interest and shall, if remaining unpaid for more than ninety days, begin accruing interest at the statutory rate provided by the Florida Statutes for interest on unpaid judgments (presently 12%), and the lien shall also include any amounts necessarily expended by the Association for costs and fees in connection with collecting the unpaid assessment.

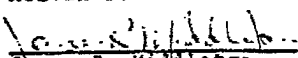
E. Any individual or special assessment imposed by the Board of Trustees against any individual lot or parcel or ownership interest, in connection with accomplishing the purposes of this Association shall also constitute a lien upon the individual lot until said assessment is paid, and any costs and attorneys fees necessarily incurred by the Association in accomplishing the purposes of this Association shall also be secured by said lien.

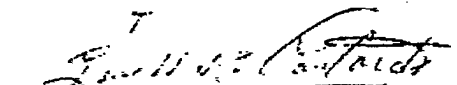
F. No membership may be transferred on the records of the Association until unpaid assessments on the parcel or lot or ownership interest have been paid.

G. The Board of Trustees of the Association shall be entitled to recover any and all attorney's fees and costs and expenses incurred by the Board in enforcing, and in defending the enforcement of the Covenants And Restrictions applicable to any parcel owned by any member of this Association, as well the collection of any assessment imposed by the Board, as well as any rule adopted by the Board at a regular or special meeting; which fees and costs and expenses may be collected in the form of a money judgment against the person or entity or member opposing the Association in any proceeding, or in the form of a lien against any such member's ownership interests at Bay Point (which lien may be judicially enforced), or both.

WITNESSETH the hand and seal of the Subscribers in Bay County, Florida, this 1st day of February 1991.


Melvin B. Gaines


James R. Middleton


Gerald R. Castardo


William T. Odum


William F. Blesch

STATE OF FLORIDA

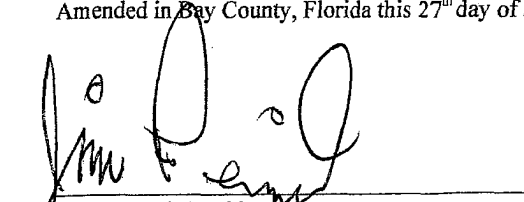
COUNTY OF BAY

BEFORE ME the undersigned authority, personally appeared Melvin B. Gaines, Gerald R. Castardo, James R. Middleton, William T. Odum, and William F. Blesch, well known to me to be the Subscribers described in the foregoing Articles Of Incorporation of Bay Point Waterfront And Canalfront Property Owners Assn. Inc., and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my Hand and Official Seal in the County and State last aforesaid, this 1st day of February 1991.


NOTARY PUBLIC
My Commission Expires:
Notary Public, State of Florida
My Commission Expires Sept. 22, 1992
Bonded Three Thousand Dollars - Insurance \$500

Amended in Bay County, Florida this 27th day of June 2015.


Jim Percival, President


Witness

IN WITNESS WHEREOF the Association has set its hand and seal the date and year first above written.

Witnesses:

Bay Point Waterfront and Canalfront
Property Owners Assn., Inc. f/k/a Bay Point
Waterfront and Canalfront Property Owners
Group, a not-for-profit corporation

Jessica Cartwright
Printed Name: Jessica Cartwright

James Percival
James Percival, as President

Marsha Fielding
Printed Name: Marsha Fielding

Jessica Cartwright
Printed Name: Jessica Cartwright

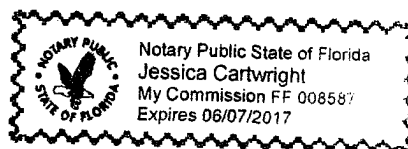
Jeffrey Marti
Jeffrey Marti, as Secretary

Marsha Fielding
Printed Name: Marsha Fielding

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by James Percival, as President of Bay Point Waterfront and Canalfront Property Owners Assn., Inc. f/k/a Bay Point Waterfront and Canalfront Property Owners Group, a Florida not-for-profit corporation, who is personally known to me or who produced _____ as identification, on behalf of said corporation.

Jessica Cartwright (SEAL)
NOTARY PUBLIC
Jessica Cartwright
Printed Name of Notary



Commission Number and
Expiration Date

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by Jeffrey Marti, as Secretary of Bay Point Waterfront and Canalfront Property Owners Assn., Inc. f/k/a Bay Point Waterfront and Canalfront Property Owners Group, a Florida not-for-profit corporation, who is personally known to me or who produced FL Driver's License as identification, on behalf of said corporation.

Jessica Cartwright (SEAL)
NOTARY PUBLIC
Jessica Cartwright
Printed Name of Notary



Commission Number and
Expiration Date

**CERTIFICATE ACKNOWLEDGING
AMENDMENT TO ARTICLES OF INCORPORATION OF BAY POINT WATERFRONT AND
CANALFRONT PROPERTY OWNERS ASSN., INC. f/k/a BAY POINT WATERFRONT AND
CANALFRONT PROPERTY OWNERS GROUP**

THIS CERTIFICATE ACKNOWLEDGING ARTICLES OF INCORPORATION OF BAY POINT WATERFRONT AND CANALFRONT PROPERTY OWNERS ASSN., INC. ("Amendment") is made and entered into as of this 27th day of June, 2015.

WHEREAS, the Articles of Incorporation of Bay Point Waterfront and Canalfront Property Owners Assn., Inc. f/k/a Bay Point Waterfront and Canalfront Property Owners Group ("Association"), dated February 1, 1991, were filed with the Florida Department of State, Division of Corporations, on February 5, 1991 ("Articles").

WHEREAS, this instrument was adopted by the Association pursuant to the Bylaws and Chapter 720 of the Florida Statutes to evidence the vote of the members held on March 19, 2015.

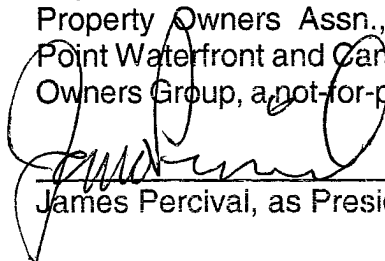
NOW, THEREFORE, pursuant to Chapter 720 of the Florida Statutes, the Articles, and the Bylaws, the Association hereby amends, adopts and/or ratifies the Articles in accordance with instrument to which this Certificate is attached

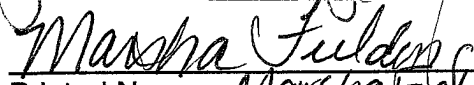
IN WITNESS WHEREOF, this Certificate has been executed as of the date and year first set forth above.

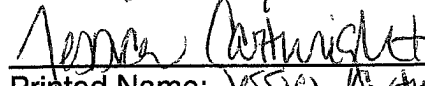
Witnesses:

Bay Point Waterfront and Canalfront
Property Owners Assn., Inc. f/k/a Bay
Point Waterfront and Canalfront Property
Owners Group, a not-for-profit corporation


Printed Name: Jessica Cartwright


James Percival, as President


Printed Name: Marsha Fielding


Printed Name: Jessica Cartwright


Jeffrey Marti, as Secretary


Printed Name: Marsha Fielding

STATE OF FLORIDA
COUNTY OF BAY

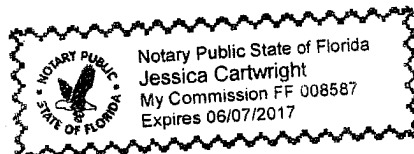
The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by James Percival, as President of Bay Point Waterfront and Canalfront Property Owners Assn., Inc. f/k/a Bay Point Waterfront and Canalfront Property Owners Group, a Florida not-for-profit corporation, who is personally known to me or who produced _____ as identification, on behalf of said corporation.

Jessica Cartwright (SEAL)

NOTARY PUBLIC

Jessica Cartwright
Printed Name of Notary

Commission Number and
Expiration Date



STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd day of December, 2015 by Jeffrey Marti, as Secretary of Bay Point Waterfront and Canalfront Property Owners Assn., Inc. f/k/a Bay Point Waterfront and Canalfront Property Owners Group, a Florida not-for-profit corporation, who is personally known to me or who produced FL Driver's License as identification, on behalf of said corporation.

Jessica Cartwright (SEAL)

NOTARY PUBLIC

Jessica Cartwright
Printed Name of Notary

Commission Number and
Expiration Date

