

This instrument prepared by:
John P. Townsend
Hand Arendall Harrison Sale LLC
35008 Emerald Coast Parkway, Suite 500
Destin, Florida 32541

**CERTIFICATE OF RECORDING OF AMENDMENTS TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR
TOPS'L MASTER ASSOCIATION, INC.
AND OF AMENDMENTS TO BY-LAWS OF TOPS'L MASTER ASSOCIATION, INC.**

THE UNDERSIGNED, being the duly elected and acting President of Tops'l Master Association, Inc., a Florida corporation not for profit, 9811 Highway 98 West, Miramar Beach, Florida 32550, does hereby certify that the Amendments to Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc. and the Amendments to the By-Laws of Tops'l Master Association, Inc. in the attached Resolutions of the Board of Directors were proposed and duly adopted by the Board of Directors of Tops'l Master Association, Inc. at a duly called and properly noticed meeting of the Board of Directors at which a quorum was present on January 11, 2024. The only homeowner association managed and operated by the Tops'l Master Association, Inc. is Tops'l Master Association, Inc., according to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded at Official Records Book 275, Pages 695, et seq., of the public records of Walton County, Florida, as the same has been amended from time to time.

WITNESSES:


Printed Name: Micah Priest, CAM

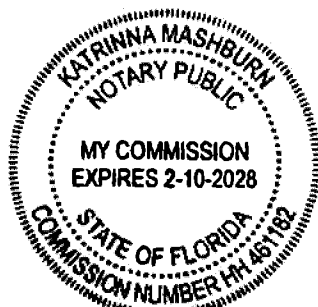

Printed Names: Noelle Preseault, CAM

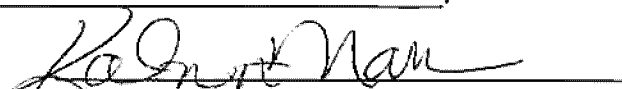
TOPS'L MASTER ASSOCIATION, INC.

By: 
Keith Raines, President

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged by me **by means of** ☒ **physical present or** ☐ **online notarization**, this 17 day of January, 2024, by Keith Raines, as President and on behalf of Tops'l Master Association, Inc., who is ☒ personally known to me or ☐ produced the following identification _____.




NOTARY PUBLIC
My Commission Expires:

Tops'l Master Association, Inc.
Resolution of the Board of Directors
Proposed amendments to DECLARATION OF COVENANTS, CONDITIONS
AND RESTRICTIONS FOR TOPS'L MASTER ASSOCIATION, INC.

WHEREAS, the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TOPS'L MASTER ASSOCIATION, INC., recorded in Official Records Book 275, Page 695, Official Records of Walton County, Florida, along with the First Supplement to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 1265, Page 242, the Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2119, Page 441, the Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2126, Page 340, the Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2575, Page 1257, the Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2875, Page 3172, the Certificate of Recording and Filing Statutory Notice, Chapter 712, Florida Statutes, for Tops'l Master Association, Inc., recorded in Official Records Book 2973, Page 1365, Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 3185, Page 423, all of the public records of Walton County, Florida, and Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 3305, Page 1844, all of the public records of Walton County, Florida, comprise the current DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TOPS'L MASTER ASSOCIATION, INC., as amended (collectively referred to in this Resolution as the "Declaration"); and

WHEREAS, Article V(d) of the Declaration provides: "This Declaration may only be amended by vote of the supermajority, i.e., eighty per cent (80%) of the members of the Board of Directors"; and

WHEREAS, this Resolution will be presented to the Board of Directors of Tops'l Master Association, Inc. for consideration for a vote of approval in

Resolution of Tops'l Master Association, Inc, Board of Directors
Amendments to DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR TOPS'L MASTER ASSOCIATION, INC.

accordance with Article V(d) of the Declaration in a duly and properly noticed meeting of the Board of Directors;

NOW, THEREFORE, it is resolved that the following amendments to the Declaration are adopted (all additions to the Declaration are shown by being underlined with double underlining and all deletions from the Declaration are shown by being stricken through with hyphens), and that the following amendments be properly filed in the Public Records of Walton County, Florida upon being approved by this resolution:

Amendment to Article V, Section (b):

(b) The Association shall be managed by the Board of Directors of the Association, and all issues before the Association shall be decided by the Board of Directors, except as otherwise expressly reserved for approval by vote of the Members by other provisions in this Declaration, in the Articles of Incorporation, or in the By-Laws. The Board of Directors shall have the power to adopt reasonable rules and regulations governing TOPS'L and the conduct of persons within TOPS'L, provided such rules and regulations must be uniformly applicable and accepted in good faith. Initially, the Board of Directors shall be elected by Declarant. However, at such time as the total number of Members who are Owners of Private Dwelling Units (other than Declarant) is equal to three (3) times the sum of Private Dwelling Units owned by Declarant and the Private Dwelling Units that may be developed on all the real property subject to the Development Order referenced in paragraph (a)8 of Article I of this Declaration, the Board of Directors shall thereafter be determined as follows: as of August 1, 1999, the Board shall consist of six members who shall be one member of the Board from each of the six residential associations as follows:

- Tops'l Tennis Village Association, Inc.
- Tops'l Beach Manor Condominium Association, Inc.
- Captiva Homeowners Association, Inc.
- Sierra Dunes Homeowners Association, Inc.
- The Summit at Tops'l Association, Inc.

Resolution of Tops'l Master Association, Inc, Board of Directors
Amendments to DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR TOPS'L MASTER ASSOCIATION, INC.

- The Tides at Tops'l Owners Association, Inc.

The member of the Board of Directors from each condominium association or other separate owners association shall be elected or appointed by the association in accordance with the association's declaration, articles of incorporation, bylaws and rules.

Should another residential community (condominium or subdivision) be developed on any parcel of land subject to this Declaration that is shown on any map or plat recorded among the public records of Walton County, Florida, or, alternatively, if there is no map or plat of the land subject to this Declaration recorded among such public records, then a parcel of land subject to this Declaration that is specifically described, used, or dedicated, for residential uses and under ownership or use that is separate and distinct from other parcels of land under different ownership, then upon completion of development of such additional residential community the Board of Directors of Tops'l Master Association, Inc. shall be increased by one seat and the director to fill that new seat shall be appointed by the association for such newly developed residential community in accordance with that association's declaration, articles of incorporation, bylaws and rules.

Amendment to Article V, Section (d):

(d) Amendment. This Declaration may only be amended by vote of approval by majority vote of the Members voting in person, by proxy and/or voting electronically at a duly and properly noticed meeting of the Members called for that purpose at which a quorum has been established~~the supermajority, i.e., eighty per cent (80%) of the members of the Board of Directors.~~ Such supermajority vote of approval, i.e., eighty percent (80%) of the Board of Directors shall ~~also be~~ required for any action to lower the standard of maintenance of the Common Area to less than first class condition. However, any action to increase or decrease the monthly assessments other than as necessary to maintain the Common Area in a first class condition and provide for the ordinary and necessary administrative costs of conducting the duties and responsibilities of the Association, and any action to authorize a special assessment and any action to extend the Declaration after the year 2050 requires only a majority vote of the members of the Board of Directors. Notwithstanding any other provision within this Declaration, any action to alter or

amend the assessment formula subsequent to the date of this Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc. shall require the unanimous vote of the members of the Board of Directors of the Tops'l Master Association, Inc.

Amendment to Article VII, Section (r):

(r) Rental Guest Registration. All Rental Guests entering Tops'l shall be required to complete a Rental Guest Registration upon the Rental Guest's entry for any period of time. The Rental Guest Registration may be administered by Tops'l Master Association, Inc., or, in the discretion of the Tops'l Master Board of Directors, by the management company under contract with the Association and shall include such information to be provided by the Rental Guest as the Board of Directors may require from time to time. The Rental Guest Registration shall be valid only for the period of time which shall be stated on a "Parking Pass" which shall be issued to the Rental Guest. No Rental Guest shall be issued a parking pass or allowed entry to Tops'l unless and until the Rental Guest has completed the Rental Guest Registration process. The Association may charge a fee in such amount as may be determined by the Board of Directors from time to time in connection with each Rental Guest Registration, which fee may be collected from the Rental Guest at the time of the registration process or may be billed to the Owner who is identified and listed in the Rental Guest Registration as the Rental Guest's sponsoring Owner and/or may be billed to the sponsoring Owner's rental manager or rental management company. The Rental Guest Registration fee charged and billed to any Owner and/or to the Owner's rental manager or rental management company shall be due and payable to the Association within fifteen (15) days after being billed therefor and shall be delinquent if not timely paid. Any delinquent Rental Guest Registration fee shall accrue interest from the date billed to the Owner and/or to the Owner's rental manager or rental management company until paid in full at the maximum rate permissible under Florida law, and shall become and be a lien against the real property interest of the Owner subject to this Declaration, the amount of said lien to include interest as accrued, the Rental Guest Registration fee and all costs of collection, and enforcement of said lien, including reasonable attorneys' fees. The Association may at any time after such fee has become a lien record in the Public Records of Walton County, Florida, a Claim of Lien in the same manner as the recording of a lien for delinquent assessments and may foreclose the Claim of Lien in the same manner as foreclosure of a lien for delinquent assessments. The term "Rental Guest" as used in this section shall mean

anyone who rents a unit or parcel within Tops'l from the owner of the unit or parcel or from or through a rental agent or rental management company. The term "Rental Guest" may include a singular person or group of persons who are entering Tops'l as a group. All Rental Guests shall comply with all rules and regulations of Tops'l and the sponsoring Owner of each Rental Guest shall be responsible jointly with the Rental Guest for the Rental Guest's compliance with all rules and regulations of Tops'l. The control of the Rental Guest Registration and of all money generated from the Rental Guest Registration program shall be, and remain, with Tops'l Master Association, Inc. under supervision and administration of the Tops'l Master Association, Inc. Board of Directors.

Amendment to Article IX, Section (b):

Amendment. The covenants and restrictions of this Declaration may be amended by an agreement signed by, unless contrary to Florida law, a majority of the Members of Tops'l Master Association, Inc. super-majority, i.e., eighty per cent (80%) of the members of the Board of Directors. Any such amendment shall not become effective until the instrument evidencing such change has been filed of record in the Public Records of Walton County, Florida. Every purchaser or subsequent grantee of any real property interest subject to this Declaration by acceptance of a deed or other conveyance thereof agrees that the covenants and restrictions of this Declaration may be amended as provided herein.

Amendment to add new Section (h) to Article IX:

Miscellaneous. Notwithstanding any other provision in this Declaration, in the Articles of Incorporation, or in the By-Laws to the contrary regarding the same subject, the following provisions shall govern:

(1) The control of and all money derived from the preparation and issuance of decals in connection with the Rental Guest Registration program shall always remain with Tops'l Master Association, Inc. under the supervision and administration of the Tops'l Master Association, Inc. Board of Directors.

(2) The control of and all money derived from any contract with a beach vendor related to the Tops'l Master Association – owned beach shall always remain with Tops'l Master Association, Inc. under the supervision and administration of the Tops'l Master Association, Inc. Board of Directors.

Resolution of Tops'l Master Association, Inc, Board of Directors
Amendments to DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR TOPS'L MASTER ASSOCIATION, INC.

(3) All vendors who wish to conduct business on the Tops'l Master Association-owned beach must first be approved by the Tops'l Master Association, Inc. Board of Directors and all funds from such contract shall be paid entirely to Tops'l Master Association, Inc.

(4) Approval of material changes to Tops'l Master Association property affecting the overall look of the community (such as signage, roadway material, fencing and paint) shall be by majority vote of the Members voting in person, by proxy and/or voting electronically at a duly and properly noticed meeting of the Members called for that purpose at which a quorum has been established. Any single project the cost of which is less than \$100,000.00 shall not be a "material change" and approval of such project shall only require majority vote of the Tops'l Master Association, Inc. Board of Directors.

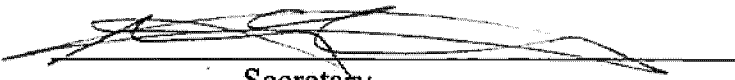
(5) Club members who are not owners within the Tops'l Master Association community are not allowed access to the Tops'l Master Association-owned beach.

Resolved by vote of approval of the supermajority, i.e., eighty per cent (80%) of the members of the Board of Directors, in a duly and properly noticed meeting of the Board of Directors on this 11th day of January, 2024, at which a quorum was present.



Keith Raines, President

Attest:



, Secretary

Tops'l Master Association, Inc.
Resolution of the Board of Directors
Proposed amendments to BY-LAWS OF
TOPS'L MASTER ASSOCIATION, INC.

WHEREAS, the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TOPS'L MASTER ASSOCIATION, INC., recorded in Official Records Book 275, Page 695, Official Records of Walton County, Florida, along with the First Supplement to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 1265, Page 242, the Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2119, Page 441, the Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2126, Page 340, the Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2575, Page 1257, the Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 2875, Page 3172, the Certificate of Recording and Filing Statutory Notice, Chapter 712, Florida Statutes, for Tops'l Master Association, Inc., recorded in Official Records Book 2973, Page 1365, Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 3185, Page 423, all of the public records of Walton County, Florida, and Certificate of Amendment to the Declaration of Covenants, Conditions and Restrictions for Tops'l Master Association, Inc., recorded in Official Records Book 3305, Page 1844, all of the public records of Walton County, Florida, comprise the current DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR TOPS'L MASTER ASSOCIATION, INC., as amended (collectively referred to in this Resolution as the "Declaration"); and

WHEREAS, the BY-LAWS OF TOPS'L MASTER ASSOCIATION, INC., are recorded in Official Records Book 331, Page 931, Official Records of Walton County, Florida, along with the AMENDMENT TO BY-LAWS OF TOPS'L MASTER ASSOCIATION, INC., recorded in Official Records Book 2789, Page 3244, Official Records of Walton County, Florida, (collectively referred to in this Resolution as the "Tops'l Master By-Laws"); and

WHEREAS, Article VII, Section 1 of the Tops'l Master By-Laws provides that "These By-Laws may be amended in the same manner as is provided in the Articles of Incorporation for the Amendment of said Articles of Incorporation"; and

WHEREAS, the Articles of Incorporation of Tops'l Master Association, Inc., recorded at Official Records Book 331, Page 919, of the Public Records of Walton County, Florida, provide in Article IX, Section 9.1 thereof "Except as otherwise provided herein or in the Declaration, a resolution adopting a proposed amendment shall require the approval of eighty percent (80%) of the members of the Board of Directors of the Association"; and

WHEREAS, this Resolution will be presented to the Board of Directors of Tops'l Master Association, Inc. for consideration for a vote of approval in accordance with Article VII, Section 1) of the Tops'l Master By-Laws and in accordance with Article IX, Section 9.1 of the Articles of Incorporation in a duly and properly noticed meeting of the Board of Directors;

NOW, THEREFORE, it is resolved that the following amendments to the Tops'l Master By-Laws are adopted (all additions to the Tops'l Master By-Laws are shown by being underlined with double underlining and all deletions from the Tops'l Master By-Laws are shown by being stricken through with hyphens), and that the following amendments be properly filed in the Public Records of Walton County, Florida upon being approved by this resolution:

Proposed amendment to Article I, Section 5:

VOTING: Members right to vote is as provided in the Declaration, as the same has been amended~~have no right to vote on any matter regarding the Corporation's operations except for the election of Directors and as provided in the Articles of Incorporation.~~

Proposed amendment to Article I, Section 6 :

QUORUM: A quorum for meetings of the Members shall consist of the presence in person, by proxy and those Members voting electronically of thirty percent (30%) of the total Members of the Association. ~~Since the members have no voting rights regarding the Corporation's operation, there is no quorum requirement for member meetings.~~

Proposed amendment to Article II, Section 6:

REGULAR MEETINGS OF DIRECTORS. Regular meetings of the Board of Directors may be held at any place or places within Walton County, Florida, or within 45 miles from the Tops'l Master Association community~~or without the State of Florida~~, on such days and at such hours as the Board of Directors may, by resolution, appoint, but at least two such meetings shall be held during each calendar year. Except for meetings with the Association's attorney which are subject to the attorney-client privilege, as provided by law, all regular and special meetings of the Board of Directors shall be open to all members.

Proposed Amendment to Article II, Section 7:

NOTICE OF REGULAR MEETINGS OF DIRECTORS: ~~No further notice~~ Notice to Directors shall be ~~required to be~~ given at least 48 hours in advance of any regular meeting of the Board of Directors. Such notice to Directors may be given in writing by mail, facsimile transmission, email or by telephone. Notice of all such meetings shall be posted at a conspicuous place on the property at least 48 hours in advance of the meeting, except in the event of an emergency. Written notice of any meeting at which a special assessment, or at which rules regarding parcel use, will be considered, shall be posted at a conspicuous place on the property and shall be provided to the members via one of the methods set forth in Section 4 of these Bylaws not less than 14 continuous days prior to the meeting. Evidence of compliance with this 14-day notice shall be by affidavit by the person providing the notice, and filed among the official records of the Association.

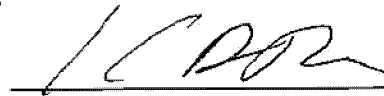
Proposed amendment to Article II, Section 8:

SPECIAL MEETINGS OF DIRECTORS: Special meetings of the Board of Directors may be called at any time by the President or by any two members of the Board and may be held at any place or places within Walton County, Florida, or within 45 miles from the Tops'l Master Association community~~or without the State of Florida~~ and at any time.

Proposed amendment to Article II, Section 9:

NOTICE OF SPECIAL MEETINGS OF DIRECTORS: Notice of each special meeting of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by the President or by the Secretary or by any two (2) members of the Board to each member of the Board not less than three (3) days by mail or one (1) day by facsimile transmission, email or by telephone or telegraph. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except when a Director states at the beginning of the meeting an objection to the transaction of business because the meeting is not lawfully called or convened. ~~Special meetings of the Board of Directors may also be held at any place and time without notice, by unanimous consent of all the members or provided all the members are present at such meetings.~~ Notice of all such meetings shall be posted at a conspicuous place on the property at least 48 hours in advance of the meeting, except in the event of an emergency. Written notice of any meeting at which a special assessment, or at which rules regarding parcel use, will be considered, shall be posted at a conspicuous place on the property and shall be provided to the members via one of the methods set forth in Section 4 of these Bylaws not less than 14 continuous days prior to the meeting. Evidence of compliance with this 14-day notice shall be by affidavit by the person providing the notice, and filed among the official records of the Association.

Resolved by vote of approval of the supermajority, i.e., eighty per cent (80%) of the members of the Board of Directors, in a duly and properly noticed meeting of the Board of Directors on this 11th day of January, 2024, at which a quorum was present.



Keith Raines, President

Attest:


, Secretary