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SHADOWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHADOWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N06000012095

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

Please return all correspondence concerning this matter to the following:

BONIE S. MONTALVO
(Name of Contact Person)

WOOD BUCKEL CARMICHAEL
(Firm/ Company)

2150 GOODLETTE ROAD NORTH SIXTH FLOOR
(Address)

NAPLES, FL 34102
(City/ State and Zip Code)

BSM@WBCLAWYERS.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BONIE S MONTALVO at 239 784-5024
(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:

- \$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

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
SHADOWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation were adopted by a Meeting of the Board of Directors and unanimously approved.

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

**ARTICLE I.
NAME**

The name of the corporation is: **SHADOWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Homeowners' Association." The mailing address for the corporation is 14906 Wise Way, Fort Myers, FL 33905.

**ARTICLE II.
PURPOSES**

The purposes of the Homeowners Association are:

1. To provide for maintenance, preservation, control and operation of certain real property known as Shadowood Villas, according to the plat thereof as recorded in Plat Book, Pages 36 through 40, Public Records of Marion County, Florida, and such other property as may be added thereto (the "Property");
2. To enhance the civic, social and recreational interests of its Members; and
3. To otherwise promote the health, safety, and welfare of its Members and the Property.

**ARTICLE III.
POWERS**

1. **GENERAL POWERS.** The Homeowners Association shall have all the powers of a corporation not-for-profit which are not prohibited by law or in conflict with the provision of these Articles or the Declaration of Covenants and Restrictions for Shadowood Villas.
2. **NECESSARY POWERS.** The Homeowners Association shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the following:
 - A. To exercise all the powers and privileges and to perform all of the duties and obligations of the Homeowners Association as set forth in that certain Declaration of Covenants and Restrictions for Shadowood Villas, as amended and restated (the "Declaration") recorded in

SHADOWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.
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O.R. Book 4668, Pages 514 through 544, in the Public Records of Marion County, Florida. All terms used herein which are defined in the Declaration shall have the meaning herein as therein;

- B. To acquire, construct, reconstruct, improve, maintain, repair, replace, operate or otherwise deal with the property and improvements of every nature or kind constituting the Homeowners Association Common Areas;
- C. To fix, establish, levy and collect Assessments against Members' property and operate, without pecuniary profit, for the benefit of its Members in accordance with the Declaration;
- D. To amend, rescind, or termination the Declaration, in whole or in part;
- E. To make, amend or rescind Bylaws for the Homeowners Association; provided that at no time shall the Bylaws conflict with these Articles or the Declaration; and
- F. To pay all taxes and other Assessments which are liens against the Property.

**ARTICLE IV.
PROHIBITION AGAINST ISSUANCE OF
STOCK AND DISTRIBUTION OF INCOME**

The Homeowners Association shall never have nor issue any shares of stock, nor shall the Homeowners Association distribute any part of its income, if any, to its Members, Directors or Officers. All monies and title to all properties acquired by the Homeowners Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provision of these Articles and with the Bylaws of the Homeowners Association. Nothing herein, however, shall be construed to prohibit the Homeowners Association from conferring benefits upon its Members or from making any payments or distributions to Members of monies or properties permitted by Chapter 617, Florida Statutes, or a statute of similar import. The Homeowners Association may, however, reimburse its Directors, Officers and Members for expenses authorized and approved by the Board of Directors and incurred for and on behalf of the Homeowners Association but shall not pay a salary to its Directors, Officers and Members for services rendered to the Homeowners Association.

**ARTICLE V.
MEMBERSHIP**

Every Owner shall be a Member of the Homeowners Association. Membership shall be appurtenant to and may not be separated from ownership of a Unit which is subject to Assessment by the Homeowners Association. Members' rights, powers, duties and privileges shall be as set forth in these Articles, the By-Laws adopted by the Homeowners Association, and the Declaration.

The Homeowners Association shall have two (2) classes of membership: (a) Class "A" Members, and (b) Class "B" Members as follows:

SHADOWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.
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- A. Class "A". Class "A" Members shall be all Owners of Units other than the Declarant while the Declarant is the Class "B" Member.
- B. Class "B". The Class "B" Member shall be the Declarant. Unless the Declarant earlier terminates this membership, the Class "B" Membership shall terminate upon Turnover. For so long as Declarant owns any Unit(s), Declarant shall be a Class "A" Member following termination of its Class B Membership.

**ARTICLE VI.
VOTING**

- A. A Class "A" Member. Upon Turnover, Class "A" Members shall be entitled to one (1) vote for each Unit owned by the respective Class "A" Member provided, however, there shall be only one (1) vote per Unit.
- B. B Class "B" Member. Until Turnover, or until the Declarant earlier terminates this Class B, the Class "B" Member shall be entitled to appoint all members of the Homeowners Association Board of Directors. The Class "B" Member shall have two times the number of votes held collectively by all Class "A" Members, plus one vote. After Turnover, the Declarant shall have the right to disapprove actions of the Board for so long as the Declarant owns any Unit or any other portion of the Property.
- C. C. Joint Ownership Corporations. Voting rights may be exercised by a Member or the Member's spouse, subject to the provisions of the Declaration and the By-Laws. In any situation where more than one person holds an interest in a Unit, the vote for the respective Unit shall be exercised by any such person; provided, however, the persons holding the interest in the Unit can notify the secretary of the Homeowners Association, in writing, prior to or during any meeting of the manner in which the vote for the Unit is to be exercised, and in the absence of such notice, the Unit's vote shall be suspended if more than one person seeks to exercise it. The voting rights of a Member that is a corporation, partnership or other entity shall be exercised by the individual designated from time to time by the owner in a written instrument provided to the secretary, subject to the laws of the State of Florida.

**ARTICLE VII
ADDITIONS AND DELETIONS OF PROPERTIES AND MEMBERSHIP**

Declarant may, so long as it owns Units and in accordance with the Declaration, add and delete lands to the Property, and increase or decrease the number of Members.

**ARTICLE VIII
BOARD OF DIRECTORS**

The Board of Directors shall consist of three Directors appointed by Declarant. The names and addresses of the Initial Directors are:

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J. ROGER YATES
14906 Wise Way
Fort Myers, FL 33905

ROGER W. YATES
14908 Wise Way
Fort Myers, FL 33905

NORMA R. YATES
14908 Wise Way
Fort Myers, FL 33905

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3) nor more than seven (7). At the first annual meeting after the termination of Class B Membership and at each annual meeting thereafter the Members shall elect Directors for terms as set forth in the Bylaws. Except for Directors appointed by Declarant, Directors must be Members of the Homeowners Association.

ARTICLE IX
OFFICERS

The Board of Directors may elect Officers from among its Members; provided, however, prior to Turnover Officers need not be Members. The Officers of the Homeowners Association shall be the President, Secretary and Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board of Directors. The same person may hold two or more offices. The term of each office shall be one (1) year or until their successors are elected or appointed as provided in the Bylaws. The Officers of the Homeowners Association who are to serve until their successors are elected or appointed as provided in the Bylaws are as follows:

J. ROGER YATES
PRESIDENT
14906 Wise Way
Fort Myers, FL 33905

ROGER W. YATES
TREASURER
14906 Wise Way
Fort Myers, FL 33905

NORMA R. YATES
SECRETARY
14906 Wise Way
Fort Myers, FL 33905

ARTICLE X

SHADOWOOD VILLAS HOMEOWNERS ASSOCIATION, INC.
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INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and every Officer of the Homeowners Association shall be indemnified by the Homeowners Association against all expenses and liability, including attorneys' fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Homeowners Association, 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 any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Homeowners Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XI
BYLAWS

The Bylaws of the Homeowners Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided for in the Bylaws. Such alteration, amendment or rescission of the Bylaws may not be adopted and shall not become effective without the prior written consent of Declarant for as long as it is a Member.

ARTICLE XII
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

In the absence of fraud, no contract or other transaction between the Homeowners Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Homeowners Association is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership which is pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Homeowners Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a Director, Member or Officer of such firm, association, corporation or partnership.

ARTICLE XIII
DISSOLUTION

The Homeowners Association may be dissolved as provided in the Bylaws. Upon dissolution of the Homeowners Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Homeowners Association, without the receipt of other than nominal consideration, by Declarant shall be returned in fee simple and without encumbrances to Riviera-Shadow Wood, LP, a Florida limited partnership, or its successor

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or its assigns, if it is the sole titleholder of the Property at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part. If Riviera-Shadow LP, a Florida limited partnership is not the sole titleholder of the Property at the time of such dissolution, the real property contributed to the Homeowners Association shall be devised to the current titleholders of the Property in proportion to their percentage share of interest in the Property at the time of dissolution.

- 2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Homeowners Association.
- 3. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined as may be provided in the Bylaws, or in the absence of such provision, in accordance with his voting rights.
- 4. No disposition of the Homeowners Association property shall be effective to divest or diminish any Member's right or title created under a deed or other recorded instrument applicable to the Unit owned by such Member unless made in accordance with provisions of such deed or instrument.

**ARTICLE XIV.
AMENDMENT**

These Articles of Incorporation may be amended from time to time by resolution adopted as provided in the Bylaws, subject to the following restrictions:

- 1. So long as Riviera-Shadow Wood, LP is a Member, each amendment of these Articles must be first approved in writing by the Riviera-Shadow Wood, LP. Thereafter, each such amendment must be approved by a two-thirds (2/3) vote of all Members.
- 2. No amendment of these Articles shall be effective which impairs or dilutes any Member's right or title created under a deed or other recorded instrument applicable to the Unit owned by such Member unless made in accordance with provisions of such deed or instrument.

**ARTICLE XV.
TERMS OF EXISTENCE**

The Homeowners Association shall have perpetual existence.

**ARTICLE XVI.
REGISTERED AGENT AND REGISTERED OFFICE**

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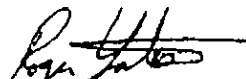
The registered agent for this corporation shall be J. ROGER YATES, and the registered office shall be located at 14908 Wise Way, Fort Myers, FL 33905. The Board of Directors shall have the right to designate subsequent resident agents without amending these Articles.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned hereby execute these Amended and Restated Articles of Incorporation upon the unanimous vote of the Board of Directors of the Corporation as permitted by Florida law and the Corporation's Bylaws on February 21, 2019.



J. Roger Yates, Director



Roger W. Yates, Director



Norma R. Yates, Director

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