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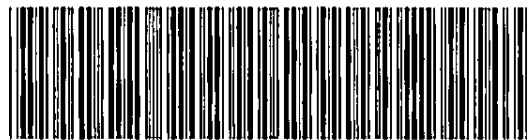
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*Amended &
Restated
Articles*

08/27/21--01019--006 **35.00

SECRETARY OF STATE
CORPORATION DIVISION

2021 AUG 27 AM 10:55

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SEP 10 2021
A RAMSEY

HILL LAW FIRM, P.A.

CONDOMINIUM AND HOMEOWNERS ASSOCIATION REPRESENTATION

Cindy A. Hill, Esq.
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614 S. TAMiami TRAIL
OSPREY, FL 34229

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August 25, 2021

Via: U.S. Mail

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

**Re: Southwood, Block 5 Homeowners Assoc., Inc. /Document No. N26616
Amended and Restated Articles**

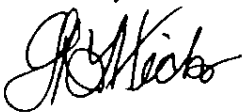
Dear Secretary of State:

Enclosed please find the Amended and Restated Articles of Incorporation of Southwood, Block 5 Homeowners Association, Inc. Also, enclosed is a check in the amount of \$35.00 for the filing fee for the documents.

Please record the document in the Records of the State of Florida and return the original filed documents in the enclosed self-addressed stamped envelope.

If you have any questions regarding this matter, please feel free to contact me at your earliest convenience.

Sincerely,



Jennifer L. Hicks, Esq.
For the Firm

Enclosures

FILED
2021 AUG 27 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FL

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SOUTHWOOD, BLOCK 5 HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, SOUTHWOOD, Block 5 Homeowners Association, Inc. was formed by the recording of the Declaration of Covenants, Conditions and Restrictions for Southwood, Block 5 (the "Original Declaration"), in Official Records Book 2034, pages 647, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Southwood, Block 5 Homeowners Association, Inc. The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on May 25, 1988. The Southwood, Block 5 Homeowners Association, Inc has been organized pursuant to the Homeowners' Association Act, as amended, for the maintenance, operation, and management of the Southwood, Block 5 subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Articles of Incorporation of Southwood, Block 5 Homeowners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Southwood Block 5 Homeowners Association, Inc. ("Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

Article I
Name

The name of this corporation shall be SOUTHWOOD, BLOCK 5 HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as "the Association".

Article II
General Nature of Business

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as Southwood, Block 5 located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Subdivision, originally recorded in Official Records Book 2034 Pages 647 et seq. of the Public Records of Sarasota County, and all amendments thereto, and pursuant to Chapter 720, Florida Statutes, as amended.

Article III
Powers

The Association, by and through its Board of Directors ("Board"), shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida law and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against Members to defray the cost, expenses, and losses of the Association.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To make and amend reasonable rules and regulations regulating the use of the property.
4. To enforce by legal means the provisions of the Florida law, the Declaration, these Articles of Incorporation, Bylaws and the rules and regulation for the use of the property.
5. To levy fines for violation of approved rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation or Bylaws, all as set forth in the Bylaws.
6. To contract for the management, operation and administration of the Association and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the Membership of the Association.
7. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.
8. To enter into agreements for construction of recreation facilities, and other amenities or facilities for the benefit of the Lot Owners and to borrow money for the purpose of carrying out such construction, and to mortgage, lease or otherwise provide security for the repayment of said funds.

Article IV
Members

The Members of the Association shall consist of all persons owning a Lot in Southwood, Block 5 as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall terminate automatically and immediately as a Member's interest in the title terminates.

Each change of Membership in the Association shall be established by delivery to the Association's Secretary of a copy of the recorded deed or other instrument of conveyance.

Article V
Voting Rights

Each Lot shall be entitled to one vote at Association meetings, as provided in the Bylaws or Declaration, notwithstanding that the same Lot Owner may own more than one Lot. The manner of exercising voting rights shall be determined by the Bylaws.

Article VI
Existence

The Association shall exist perpetually unless dissolved according to law.

Article VII
Registered Office and Registered Agent

The office of the Association is 1162 Indian Hills Blvd., Venice, FL 34293. The Association's Registered Agent is currently James Kraut, 1162 Indian Hills Blvd., Venice, FL 34293. The Board may change the Association's registered agent and office in the manner provided by Florida law.

Article VIII
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors determined by Bylaws, but no less three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors. Directors must be Members of the Association or a person exercising the rights of a Lot Owner who is not a natural person.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws and by Florida Law. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Florida law.

Article IX
Officers

The affairs of the Association will be managed by the Officers whose positions and duties are set forth in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board.

Article X
Subscribers

The names and street addresses of the original subscribers to these Articles of Incorporation are as follows:

Richard J. Stier	5700 Bee Ridge Road Sarasota, FL, 34232
Stephen J. Robbins	5700 Bee Ridge Road Sarasota, FL, 34232
Phillip Palmer	5700 Bee Ridge Road Sarasota, FL, 34232

Article XI
Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time of the expenses, unless the Director or Officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. 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, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the Membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

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 against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

Article XII
Bylaws

The Bylaws of the Association may be amended, altered or rescinded by the Board in the manner provided by for in the Bylaws.

Article XIII
Amendments

The Association may amend any provisions contained in these Articles of Incorporation by a simple majority vote, whether in person or by proxy, of all voting rights of the Members at a duly noticed membership meeting. Proposed amendments may be proposed in writing by either a majority vote of the Board of Directors or twenty percent (20%) of the members of the Association. Notice of the subject matter(s) of a proposed amendment shall be included in the notice of any membership meeting at which a proposed amendment is considered. Proposed amendments for vote by the members shall contain the full and complete changes to be made. All rights conferred upon the Members herein are granted subject to this reservation: provided however, that no

amendment shall make any changes in the qualification for Membership or voting rights of the Members without the written approval of all Members and the joinder of all record owners of the mortgages upon the Lots. No amendment shall be made which may be in conflict with Florida law or the Declaration.

At any time prior to recording the amendment, the Association may correct clerical, non-material errors or omissions in the amendment without obtaining a vote of the membership. Within thirty (30) days after recording an amendment, the Association shall provide copies of the amendment to the members, with the exception that if a copy of the amendment was provided to the members prior to the membership vote on same, and the proposed amendment was not changed before the membership vote, the Association may alternatively provide notice to the members that the amendment was adopted, identifying the instrument number of the recorded amendment and stating that a copy of the amendment is available at no charge to the member upon written request to the Association. The copies of the notice may be provided electronically as permissible by law.

[SEE CERTIFICATE FOR SIGNATURE PAGE]

This instrument prepared by:
Hill Law Firm, P.A.
614 S. Tamiami Trail
Osprey, FL 34229

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2021152572 40 PG(S)
August 18, 2021 04:49:18 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL



**CERTIFICATE OF RECORDATION
AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS FOR SOUTHWOOD, BLOCK 5;
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SOUTHWOOD,
BLOCK 5 HOMEOWNERS ASSOCIATION, INC.;
AND AMENDED AND RESTATED BYLAWS OF SOUTHWOOD, BLOCK 5
HOMEOWNERS ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached Amended and Restated Declaration of Covenants, Conditions and Restrictions for Southwood, Block 5, the Amended and Restated Articles of Incorporation of Southwood, Block 5 Homeowners Association, Inc., and the Amended and Restated Bylaws of Southwood, Block 5 Homeowners Association, Inc. were duly adopted in the manner provided in the Association documents at the membership meeting held July 9, 2021.

The original Declaration of Covenants, Conditions and Restrictions for Southwood, Block 5 was recorded at Official Records Book 2034 Pages 0647 et seq., as amended, in the Public Records of Sarasota County, Florida.

Amended and Restated Declaration of Covenants, Conditions and Restrictions for Southwood, Block 5, the Amended and Restated Articles of Incorporation of Southwood, Block 5 Homeowners Association, Inc., and the Amended and Restated Bylaws of Southwood, Block 5 Homeowners Association, Inc. are attached hereto. All previous site plans of record are incorporated by reference.

IN WITNESS WHEREOF, we have affixed our hands this 18 day of August 2021, in Sarasota County, Florida.

[Signature]
Witness Signature

SOUTHWOOD, BLOCK 5
HOMEOWNERS ASSOCIATION, INC.

Mark Reese
Printed Name


By: R. Keith Boehm
R. Keith Boehm, President

Warren Wood
Witness Signature

Warren Wood
Printed Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18 day of August 2021, by R. Keith Boehm, as President of Southwood, Block 5 Homeowners Association, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.

 JACALYN K. WOOD
Commission # HH 116385
Expires April 20, 2025
Bonded Thru Budget Notary Services

[Signature]
Notary Public, State of Florida

MR
Witness Signature

SOUTHWOOD, BLOCK 5
HOMEOWNERS ASSOCIATION, INC

Mark Reese
Printed Name

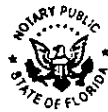
By: Helen Helgren
Attest: Helen Helgren, Secretary

Wann Wood
Witness Signature

Wann Wood
Printed Name

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day of August 2021, by Helen Helgren, as Secretary of Southwood, Block 5 Homeowners Association, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.



JACALYN K. WOOD Notary Public, State of Florida
Commission # HH 116385
Expires April 20, 2025
Bonded Thru Budget Notary Services