

N 29675

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January 26, 2004

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

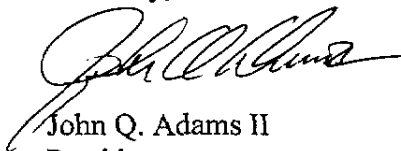
Dear Sir or Madam,

Enclosed please find the following regarding Shady Wood Property Owners Association, Inc.:

- Articles of Amendment to Articles of Incorporation
- Changes to Articles of Incorporation
- Articles of Incorporation – As Amended and Restated
- Check for \$35 payable to Department of State

If you require additional information, please do not hesitate to call or write to me as listed below.

Sincerely,



John Q. Adams II
President
Shady Wood Property Owners Association, Inc.
3681 SE 25th Avenue
Ocala, FL 34471

352-732-9866(h)
352-237-3200(w)

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

SHADY WOOD PROPERTY OWNERS ASSOCIATION, INC.

(present name)

N29675

(Document Number of Corporation (If known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Per the attached "Changes to Articles of Incorporation"- amend the articles as follows:

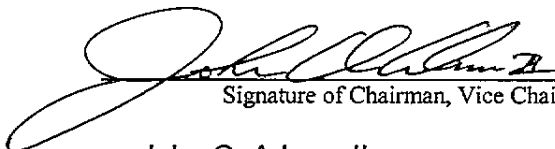
Items marked by a doublestrike or singlestrike are deleted.
Items marked with a doubleunderline are added.

Results are presented as "As Amended and Restated"

SECOND: The date of adoption of the amendment(s) was: December 13, 2003

THIRD: Adoption of Amendment (CHECK ONE)

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



Signature of Chairman, Vice Chairman, President or other officer

John Q. Adams II

Typed or printed name

President

Title

11/2/13/2003

Date

Shady Wood Property Owners Association, Inc.
Articles of Incorporation
As Amended and Restated

Article I – Name

The name of the association shall be the Shady Wood Property Owners Association, Inc. hereinafter referred to as the “Association.” The principal place of business of the corporation shall be located at the home of the incumbent president of the corporation.

Article II – Term of Duration and Definitions

Section 1. Duration: The term of duration of this corporation is perpetual unless dissolved according to law.

Section 2. Definitions:

- A. “Association” shall mean and refer to Shady Wood Property Owners Association, Inc., its successors and assigns.
- B. “Properties” shall mean and refer to certain real property, inclusive of Shady Wood I and II, as described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- C. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of any Common Area.
- D. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- E. “Declaration” shall mean and refer to the Declaration of Covenants and Restrictions applicable to the Properties as recorded in plat book T, Page 43 (Unit 1) and plat book U, Pages 26 and 27 (Unit 2) of the public records, Marion County, Florida.
- F. “Member” shall mean and refer to those persons entitled to membership as provided in Article IV, Membership.

Article III – Purpose

The motivating purposes of the Association are for the collective interests of the Members of this Association as stated in, but not limited to, the following:

Section 1. Foster community pride in this subdivision.

Section 2. Inform the membership of conditions, and/or circumstances which may affect the subdivision.

Section 3. Provide for the protection of the subdivision and the members through programs/activities supporting authorized police agencies. No members or representative thereof may engage in any police activity which may be construed as representing the Association.

Section 4. To develop community social and/or service programs or activities considered to be in the best interest of furthering community spirit.

Section 5. The Association shall not engage in partisan politics.

Article IV – Membership and Voting Rights

Membership in the Association is limited to the Owner of record in the subdivision known as Shady Wood I & II, Marion County, Florida.

Section 1. A member in good standing is one whose membership dues in the Association are not in arrears and therefore entitled to vote.

Section 2. The Association members shall be the Lot owners and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Article V – Board of Directors: Elected: Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of 9 directors, who shall be members in good standing of the Association.

Section 2. Term of Office. Each director will be elected by the members of the area in which the director resides, for a term of two years. Areas are as defined in the By-Laws, Section 6.

Section 3. Removal. Any director may be removed with cause such as, but not limited to, absenteeism, violations of constitution and bylaws from the area which he/she represents by a 2/3 vote of all 9 directors. In the event of death, resignation or removal of a director, his successor shall be selected by the members of the area represented. If this cannot be done, then the Board of Directors shall appoint a director from that area to serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties as authorized by the board, verifiable by receipts.

Section 5. Action Taken Without a Meeting. The directors shall have the right to any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of 2/3 of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Article VI - Officers

The officers of this Association shall be a president, vice-president, secretary and treasurer who shall at all times be members of the Board of Directors.

Article VII – Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Constitution and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

Article VIII – Amendments

This Constitution may be amended, by a reading at a meeting and voting thereon at a subsequent meeting of the members, by a majority vote of the membership, in person or by proxy.

Article IX – Incorporating Directors

(As originally stated – cannot be changed)

Shady Wood Property Owners Association, Inc. Changes to Articles of Incorporation

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The name of the association shall be the Shady Wood Property Owners Association, Inc. hereinafter referred to as the “Association.” The principal place of business of the corporation shall be located at the home of the incumbent president of the corporation.

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Article V – Annual Dues

~~The fiscal year of the Association shall be from 1 January through 31 December. The annual dues shall be voluntary and shall be established at \$10.00 per year. Any Lot for which dues are not received by 15 February shall be considered to be in arrears.~~

~~**Section 1.** Annual dues may be changed by appropriate action by the members of the Association.~~

~~**Section 2.** Any monies received in the name of this Association shall be fully accounted for and shall be deposited in an Ocala banking institution. At any time that the Association bank account reflects a balance in excess of \$1,000 the Board of Directors of the Association shall take appropriate action to limit any excess to no more than 10% of the above stated limit.~~

~~Article VI~~ Meeting of Members

Section 1. ~~Semi-annual Meetings. The Semi-annual meetings of the members shall be held during the months of April and October.~~

Section 2. ~~Special Meeting. Special meetings of the members may be called at any time by the President, plus 2 board members or by 1/3 of the Board of Directors or upon written request of 20% of the Association members who are entitled to vote.~~

Section 3. ~~Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting at least 15 days before such meeting to such members entitled to vote addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.~~

Section 4. ~~Quorum. The presence at the meeting of 20% of the Association members entitled to cast votes shall constitute a quorum for any action except as otherwise provided in this Constitution or its By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.~~

Section 5. ~~Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.~~

Section 6. ~~All meetings are open to Shady Wood Property Owners Association, Inc. members.~~

~~Article VII~~ V – Board of Directors: Elected: Term of Office

Section 1. ~~Number. The affairs of this Association shall be managed by a Board of 9 directors, who shall be members in good standing of the Association.~~

Section 2. Term of Office. Each director will be elected by the members of the area in which the director resides, for a term of two years. Areas are as defined in the By-Laws, Section 6.

Section 3. Removal. Any director may be removed with cause such as, but not limited to, absenteeism, violations of constitution and bylaws from the area which he/she represents by a 2/3 vote of all 9 directors. In the event of death, resignation or removal of a director, his successor shall be selected by the members of the area represented. If this cannot be done, then the Board of Directors shall appoint a director from that area to serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties as authorized by the board, verifiable by receipts.

Section 5. Action Taken Without a Meeting. The directors shall have the right to any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of 2/3 of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

~~Article VIII — Meetings of Directors~~

~~Section 1.~~ Regular Meetings. ~~Regular meetings of the Board of Directors shall be held not less than quarterly, at such place and hour as may be fixed from time to time by resolution of the Board.~~

~~Section 2.~~ Special Meetings. ~~Special meetings of the Board of Directors shall be held when called by the president plus 2 directors of the Association, or by any three directors, after not less than three days notice to each director.~~

~~Section 3.~~ Quorum. ~~A majority (5 members) of the number of directors shall constitute a quorum for the transactions of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.~~

~~Article IX — Powers and Duties of the Board of Directors~~

~~Section 1.~~ Powers. ~~The Board of Directors shall have power to:~~

~~(a) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of this Constitution and By Laws.~~

~~(b) declare the office of a member of the Board of Directors to be vacant in the event such member shall be unexcusably absent from two consecutive regular meetings of the Board of Directors.~~

Section 2. Duties. ~~It shall be the duty of the Board of Directors to:~~

~~(a) cause to be kept a complete record of all its acts and corporate affairs;~~

~~(b) send written notice of annual dues to every Owner subject thereto at least thirty days in advance of each annual calendar year.~~

~~Article X Officers and Their Duties~~ **Article VI - Officers**

Section 1. The officers of this Association shall be a president, vice-president, secretary and treasurer who shall at all times be members of the Board of Directors.

Section 2. Election of Officers. ~~The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.~~

Section 3. Term. ~~The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.~~

Section 4. Special Appointment. ~~The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.~~

Section 5. Resignation and Removal. ~~Any officer may be removed from office with cause by 2/3 vote of all Directors. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.~~

Section 6. Vacancies. ~~A vacancy in any office may be filled by a majority vote of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.~~

Section 7. Duties. ~~The duties of the officers are as follows:~~

~~President~~

~~(a) The President shall preside at all meetings of the membership and the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall co-sign all checks and appoint all committee chairpersons.~~

~~***Vice President***~~

~~(b) The Vice President shall act in the place of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.~~

~~***Secretary***~~

~~(c) The secretary shall record the votes and keep the minutes of all regular and special meetings of the Board and of the membership; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.~~

~~***Treasurer***~~

~~(d) The treasurer shall receive and deposit in an appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks of the Association; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; such audit to be accomplished by three members of the Association appointed by the President and approved by the Board of Directors and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.~~

~~**Article XI Committees**~~

~~Committees may be established and will be expected to hold regular meetings and to submit minutes to the Board of Directors. Committee members must be members of the Association in good standing. Standing committees are established with a definite term consistent with the normal business year. These committees deal with continuing requirements of the Association. Their identification and purpose are as noted below.~~

~~(1) Community Betterment Committee:~~

~~Shall be responsible for overseeing the maintenance and improvement of public areas within the Association (i.e., roadway, water retention and utilities) and report to the president for appropriate action.~~

~~(2) Special Information Committee:~~

~~Shall be responsible to develop and distribute an Association Newsletter. This Newsletter shall be an informative document of Association events and newsworthy items.~~

- ~~(3) Special Activities Committee.~~
~~Shall be responsible for special events with emphasis toward developing~~
~~activities for:~~
- ~~(a) Sub teens and Teens activities such as, but not limited to,~~
~~Halloween, Santa Claus, bicycle contest, etc.~~
- ~~(b) Adults activities such as, but not limited to, annual dance or~~
~~summer picnic.~~
- ~~(4) Actions of all committees are subject to the approval of the officers of the~~
~~Association (exclusive of Community Betterment Committee).~~
- ~~(5) Members of Standing and Special Committees may be appointed by the~~
~~Board of Directors or by the Committee Chairperson; this is optional.~~

Article XII – Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Constitution and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

Article XIII – Amendments

This Constitution may be amended, by a reading at a meeting and voting thereon at a subsequent meeting of the members, by a majority vote of the membership, in person or by proxy.

Article XIV – Incorporating Directors

The incorporating Board of Directors of the Corporation are:

Name _____ Address _____

IN WITNESS WHEREOF, we being all of the officers of the Shady Wood
Property Owners Association, Inc. have hereunto set our hands this _____ day of
_____, 20____.

President

Secretary

Vice-President

Treasurer

STATE OF FLORIDA
COUNTY OF _____

THE FORGOING instrument was acknowledged and sworn to before me this ____ day
of _____, 20____, by

Notary Public

(SEAL)

My commission Expires: _____