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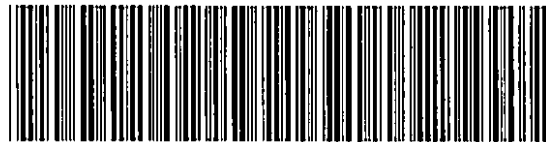
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DEC 04 2018

KLEIN & KLEIN, LLC

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HARVEY R. KLEIN (1922-2003)
H. RANDOLPH KLEIN
FRED N. ROBERTS, JR.
LAWRENCE C. CALLAWAY, III

November 21, 2018

Via Federal Express

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Amended and Restated Article of Incorporation
Our File No. 1774-001

Ladies and Gentlemen:

Please find attached the original Amended and Restated Articles of Incorporation for Woods and Lakes Air Park Property Owners Association, amending and restating the existing Articles of Incorporation logged by the Division of Corporation as Document Number 748602. Please file the Amended and Restated Articles and provide us with a certified copy. I have enclosed a check in the amount of \$43.75 to cover the applicable fees.

A return pre-paid Federal Express envelope is enclosed for return of the above-mentioned document. Should you have questions, do not hesitate to contact me.

Very truly yours,

KLEIN & KLEIN, LLC

A handwritten signature in black ink, appearing to read 'Lawrence C. Callaway, III', with a large, stylized initial 'L'.

Lawrence C. Callaway, III

LCC/kak
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION
FLORIDA CORPORATION NOT FOR PROFIT

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SECRETARY OF STATE
TALLAHASSEE, FL

WE, the undersigned, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Amended and Restated Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION. For convenience, the corporation shall hereinafter be referred to as the "ASSOCIATION".

ARTICLE 2

PURPOSE

The purpose of this corporation is to provide for the maintenance, preservation and safe use of the common Association property specifically; Lots 1, 2, 11 and 12 of Block 21 and the 13.6 acres of land constituting the aircraft landing strip that lies between Blocks 16 and 17 of the Woods and Lakes Subdivision, an unrecorded subdivision, Marion County, Florida.

The Woods and Lakes Air Park is comprised of the common lands identified, as well as Lots 3 and 10 of Block 21 and Blocks 16 and 17 of the Woods and Lakes Subdivision as the same may now or hereafter be constituted.

Further, the purpose of the corporation shall be to promote the health, safety and welfare of the Members, Associate Members and residents within the Woods and Lakes Air Park in accordance with the terms, provisions and authorizations contained herein, and to own, operate, lease, sell, trade and otherwise deal with such common property, whether real or personal, as may be necessary or convenient in connection with the affairs of the Association.

ARTICLE 3

POWERS

The Association shall have the following powers subject to and exercised in accordance with the provisions of the Declaration, and further specified in the By-Laws:

1. The Association shall have all common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the said Declaration, the By-Laws and the laws of Marion County and the State of Florida.
2. The Association shall have the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:

- A. To make, establish and enforce reasonable rules and regulations governing the use of the Woods and Lakes Air Park common areas as defined in Article 2 above.
- B. To make and collect assessments against Members and Associate Members as parcel owners, to defray the costs, expenses and losses of the Association, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.
- C. To maintain, repair, replace and operate the Woods and Lakes Air Park specifically including all portions of the property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the By-Laws.
- D. To purchase insurance upon the common Woods and Lakes Air Park property for the protection of the Association and its Members, and disburse insurance proceeds pursuant to the provisions of the By-Laws.
- E. To reconstruct improvements on the common property of the Woods and Lakes Air Park after casualty or other loss, and to further improve the common areas of the Woods and Lakes Air Park in accordance with the terms of the By-Laws.
- F. To enforce, by legal means, the provisions of the By-Laws, the rules and regulations, and these Articles of Incorporation.
- G. To contract for maintenance and management of the Woods and Lakes Air Park common property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the By-Laws to have approval of the Board of Directors or the Members of the Association.
- H. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessions or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the Members and Associate Members of the Association.
- I. To employ personnel to perform the services required for proper operation of the Association.
- J. To dedicate or transfer all or any part of the common areas or property of the Woods and Lakes Air Park to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members, in accordance with the terms of the By-Laws.
- K. To borrow money, and with the assent of two-thirds (2/3 rds) of voting class Members, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE 4 EXISTENCE

The Association shall have perpetual existence, unless terminated pursuant to the provisions of the By-Laws in which event the Association shall be dissolved in accordance with law.

ARTICLE 5

PRINCIPAL OFFICE

The principal office of the Association shall be located at 6435 SE 159th Court, Ocklawaha, Florida 32179 but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 6

SUBSCRIBERS

The names and addresses of the subscribers are as follows:

NAME

MARTIN J. HARRIS 6435 SE 159th Court
Ocklawaha, Florida 32179

M. STUART MCELHANEY 6435 SE 159th Court
Ocklawaha, Florida 32179

[illegible]

ARTICLE 7

MEMBERS

- A. Every person or entity who is a record owner of a fee or undivided fee interest in any parcel in Woods and Lakes Air Park shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any parcels in Woods and Lakes Air Park. Ownership of such parcels shall be the sole qualification for membership.
- B. The Association shall have two classes of membership:
- 1) Voting Class. Voting class membership shall be restricted to all those owners of parcels in the Woods and Lakes Air Park. Voting class members in good standing who pay assessments to the Association in accordance with the By-Laws of the Association shall be entitled to one or more votes based upon parcel footage fronting the common property described in Article 2, for each parcel in which they are hold an undivided interest according to the following table of parcel front footage:
 - i. Less than 149 feet front footage One (1) Vote
 - ii. 150 to 249 feet front footage Two (2) Votes
 - iii. Greater than 249 feet front footage Three (3) Votes

When more than one person holds such an interest in any parcel, all such persons shall be Members, but the parcel shall be entitled to one or more votes, as determined by the front footage table above. The vote(s) for such parcels shall be exercised by the owners thereof as they among themselves determine.

- 2) Non-Voting (Associate) Class. Non-voting or Associate class membership shall include any parcel owner in Woods and Lakes Subdivision, an unrecorded subdivision, Marion County, Florida (other than the Woods and Lakes Air Park as described above in Article 2) with special deeded rights to use of the Air Park runway, subject to certain conditions as outlined in the special warranty deed, the Association By-Laws and its rules and regulations, who elects to become an Associate Member as a non-voting class Associate Member and who pays assessments and dues to the Association in accordance with the By-Laws of the Association.

ARTICLE 8 DIRECTORS

- A. The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.
- B. Directors of the Association shall be elected at the annual meeting of the Members, in the manner determined by the By-Laws. In the event of a vacancy, the directors may appoint replacements, as specified by the By-Laws.

ARTICLE 9 OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and Parliamentarian.

ARTICLE 10 BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE 11 AMENDMENT

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- A. Notice of the subject matter of the proposed amendments shall be included in the notice of any meeting at which such proposed amendment is considered.

- B. Proposed amendments shall be first presented to the Board of Directors, and shall have been approved in writing by a majority of such Board of Directors, who shall certify such amendment for vote of the Members of the Association.
- C. Such amendments must then be approved by the affirmative vote of two thirds (2/3 rds) of the Voting Class Members.
- D. A certificate of amendment executed by the duly authorized officers of the Association shall then be recorded among the Public Records of Marion County, Florida.
- E. No amendment may be made to the Article of Incorporation which shall in any manner amend, affect or modify the provisions and obligations set forth in the By-Laws.

ARTICLE 12
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred 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 Association, or any settlement thereof, whether or not he is a Director or officer at the time such are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlements and reimbursements as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or officers may be entitled.

ARTICLE 13
ARTICLES

The foregoing amendments to the Articles of Incorporation of WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION were adopted by the Board of Directors at its meeting on January 7, 2018, and by the voting membership at the January 27, 2018 annual meeting. Upon date of filing by the PUBLIC RECORDS, Marion County, Florida and the SECRETARY OF STATE, Tallahassee, Florida all previous Articles of Incorporation shall become null and void.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this ____ day of _____ AD, 2018.



MARTIN J. HARRIS as President



M. STUART MCELHANEY as Vice President



ELMA JEAN WHITE

) SS.
COUNTY OF MARION)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgement, personally appeared MARTIN J. HARRIS, M. STUART MCELHANEY and ELMA JEAN WHITE, to me known to be persons described as subscribers in and who executed the foregoing Articles of Incorporation of WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at MARION County and State aforesaid this day 14th day of Nov 2018.

Kathleen A. Kelly
NOTARY PUBLIC

My commission expires

KATHLEEN A. KELLY

