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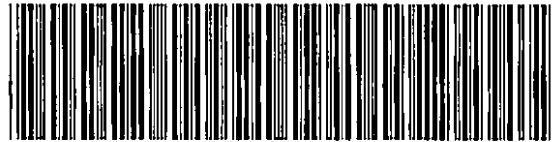
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Law Office of  
Jamie B Greusel, Esq.  
Attorney at Law

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Marco Island, FL 34145

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Jamie B Greusel  
Licensed in Florida and New Jersey

April 1, 2020

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

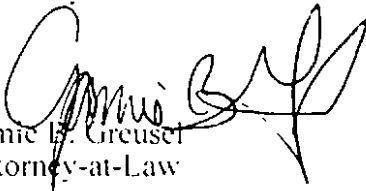
Re: Sherwood VI, Inc.

Gentlemen/Ladies:

Enclosed are two original copies of the Amended and Restated Articles of Incorporation for the corporation referenced above, along with a check in the amount of \$43.75 made payable to the Department of State, representing \$35.00 filing fee and \$8.75 for certification.

Kindly file the original in your office and return a certified copy to our office.

Sincerely,

  
Jamie B. Greusel  
Attorney-at-Law

JBG/lam  
Enclosures

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**FOR SHERWOOD VI, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the Articles of Incorporation of Sherwood VI, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on January 8, 2002, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617, Florida Statutes and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617, and the omission of matters of historical interest. This Amended and Restated Articles of Incorporation of Sherwood VI, Inc. shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, hereinafter called "Condominium Association" is SHERWOOD VI, INC. and the corporate office address shall be the address as reflected on the website of the Florida Secretary of State's office at [www.sunbiz.org](http://www.sunbiz.org) or at such other place as may be designated by the Board of Directors from time to time.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Condominium Association is organized is to provide an entity in accordance with the Condominium Act for the operation of Sherwood VI, a Condominium, located in Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earning of the Condominium Association shall be distributed or inure to the private benefit of any member, director or officer of the Condominium Association. For the accomplishment of its purposes, the Condominium Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Amended and Restated Articles of Incorporation, the Amended and Restated Declaration of Condominium, and the Amended and Restated By-laws or the Florida Condominium Act, as they may be amended from time to time.

All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws. The Association shall make no distribution of income to its members, directors or officers, and upon distribution, all assets of the Association shall be transferred only to another not-profit corporation or a public agency or as otherwise authorized by the Florida not for profit Corporation Statute. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in this paragraph without the approval in writing of all members and the joinder of all record owners of mortgagees upon Units.

The Condominium Association shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Amended and Restated Declaration and as it may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against the members of the Association in order to defray the costs, expenses and losses of the Association, and to use the proceeds of said assessments in the exercise of its powers and duties;

B. To protect, maintain, repair, replace and operate the Condominium property and Association property;

C. To purchase insurance on the Condominium property and Association property for the protection of the Association, its members and their mortgagees;

D. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association;

E. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Amended and Restated Declaration of Condominium and the Amended and Restated By-laws;

F. To reconstruct improvements after casualty and to make further improvements of the property;

G. To enforce the provisions of the Condominium Act, the Amended and Restated Declaration of Condominium, these Amended and Restated Articles, the Amended and Restated By-laws and any Rules and Regulations of the Association, as amended;

H. To contract for the management and maintenance of the Condominium and the Condominium Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Amended and

Restated Declaration of Condominium to be exercised by the Board of Directors or the membership of the Condominium Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the proper operation of the Condominium;

J. To acquire real and personal property in the name of the Association, provided that the acquisition of any real property via any means other than foreclosure of a Claim of Lien or Deed In Lieu of Foreclosure shall be only upon approval of seventy-five percent (75%) of the members, unless otherwise provided in the By-Laws

K. To borrow money, if necessary, to perform its other functions hereunder.

L. To dedicate or otherwise transfer all or any portion of the common areas to any public entity, authority or utility on the approval of seventy-five percent (75%) of the members, unless otherwise provided in the By-Laws.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Amended and Restated Declaration of Condominium, these Amended and Restated Articles of Condominium, and the Amended and Restated By-laws, as may be amended from time to time.

### ARTICLE III

MEMBERSHIP: The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, and as further provided in the Amended and Restated By-laws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination. After receiving approval of the Association as required by the Amended and Restated Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by delivery to the Association of a copy of such instrument. The share of a member in the funds and assets of the Association cannot be assigned or otherwise transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be entitled to one vote in the Association matters as set forth in the Amended and Restated Declaration of Condominium and Amended and Restated By-laws. The manner of exercising voting rights shall be as set forth in the Amended and Restated By-laws.

### ARTICLE IV

TERM: The term of the Condominium Association shall be perpetual.

## ARTICLE V

BY-LAWS: The Amended and Restated By-laws of the Condominium Association may be amended or rescinded in the manner provided for therein.

## ARTICLE VI

AMENDMENTS: Except as otherwise provided under Florida law, these Amended and Restated Articles of Incorporation may be amended if the proposed amendment is approved by the vote of not less than sixty-six and two thirds (66 2/3rds) percent of the owners of all condominium units in the condominium present in person or by proxy and voting at any duly called membership meeting. Members not present at the meeting considering the amendment may express their approval in writing, given before such meeting. Any amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws. The Association shall make no distribution of income to its members, directors or officers, and upon distribution, all assets of the Association shall be transferred only to another not-profit corporation or a public agency or as otherwise authorized by the Florida not for profit Corporation Statute. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws. No amendment shall make any changes in the qualifications for membership, that are in conflict with the Act, the Declaration or the By-Laws, in the voting rights or property rights of members, or any changes in this paragraph without the approval in writing of all members and the joinder of all record owners of mortgages upon Units.

## ARTICLE VII

DIRECTORS AND OFFICERS: The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Amended and Restated By-laws, but in any event no less than three (3) Directors, and no greater than five (5) members. All Directors shall be elected by the members in the manner detailed in the Amended and Restated By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Amended and Restated By-laws. The officers shall conduct the business of the Association, and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board.

## ARTICLE VIII

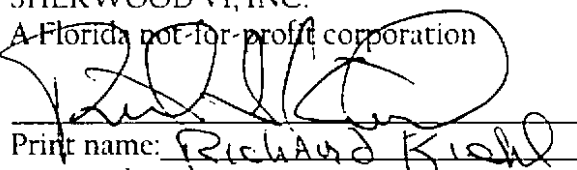
INDEMNIFICATION: The Association shall indemnify every Director and every Officer of the Association against all expenses and liabilities including attorney's fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an Officer or Director of the Association, provided, however, said indemnification shall not apply in the event of (i) gross negligence or willful misconduct of the Director or Officer lawful unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Condominium Association, or (ii) a violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful, or (iii) a transaction from which the Director or Office derived an improper personal benefit

## CERTIFICATE

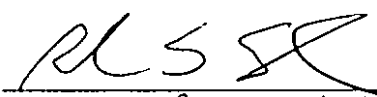
The undersigned, being the duly elected President and Secretary of Sherwood VI, Inc., hereby certify that the foregoing were duly proposed by the Board of Directors and that the foregoing were approved by an affirmative vote of a sufficient number of members entitled to vote thereon at a duly called meeting, at which a quorum was present, held on March 24, 2020, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

SHERWOOD VI, INC.

A Florida not-for-profit corporation

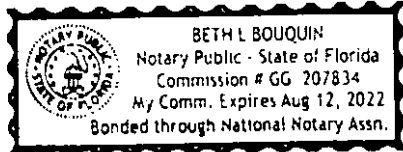
  
Print name: Richard Kish  
As President

Attest:

  
Print Name: RANDOLPH S. SHELDON  
As Vice President and acting Secretary

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 26<sup>th</sup> day of March, 2020 me by means of ☐ physical presence or ☐ online notarization, by Kenneth Kiehl, President of Sherwood VI, Inc., who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification.



Beth L. Bouquin  
Notary Public  
Print Name: Beth L. Bouquin  
My commission expires:

(SEAL)

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 26<sup>th</sup> day of March, 2020 me by means of ☐ physical presence or ☐ online notarization, by Kenneth Sheldon, Vice President and acting Secretary of Sherwood VI, Inc., who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification.



Beth L. Bouquin  
Notary Public  
Print Name: Beth L. Bouquin  
My commission expires:

(SEAL)