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DIVISION OF CORPORATIONS  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SHADY GROVE ASSOCIATION, INC.**

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SHADY GROVE ASSOCIATION, INC.  
TALLAHASSEE, FLORIDA

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SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SHADY GROVE ASSOCIATION, INC.**

Pursuant to Article XI of the Articles of Incorporation of Shady Grove Association, Inc., the Articles of Incorporation are hereby amended and restated as follows:

**ARTICLE I - NAME**

The name of this corporation is SHADY GROVE ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of this Association shall be located at, 13355 49<sup>th</sup> Street North, Clearwater, Florida 33762, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be Habitat for Humanity of Pinellas County, Inc., 13355 49<sup>th</sup> Street North, Clearwater, Florida 33762

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties", described in that certain Declaration of Covenants, Conditions and Restrictions for Shady Grove Townhomes, and such additions to the plat, now or hereafter recorded among the Public Records of Pinellas County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise; and

(12) In the event the Properties have on site wetland mitigation as defined in the regulations which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until the Southwest Florida Water Management District ("SWFMD") determines that the area(s) is successful in accordance with the Environmental Resource Permit.

(13) The purpose of the Association shall be to operate, maintain and repair the Common Area, and any improvements thereon, including, but not limited to any Surface Water Management System ("SWMS") as herein after defined, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and/or related appurtenances which may be located within the Properties

#### **ARTICLE V - MEMBERSHIP AND VOTING RIGHTS**

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, which shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. . The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Ron Spoor	13355 49 <sup>th</sup> St. N., Clearwater FL 33762
Robert Reeves	13355 49 <sup>th</sup> St. N., Clearwater FL 33762
Nicole Holler	13355 49 <sup>th</sup> St. N., Clearwater FL 33762

Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified.

#### **ARTICLE VII - OFFICERS**

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ron Spoor	President	13355 49 <sup>th</sup> St. North, Clearwater FL 33762
Robert Reeves	Vice President	13355 49 <sup>th</sup> St. North, Clearwater FL 33762
Nicole Holler	Secretary/Treasurer	13355 49 <sup>th</sup> St. North, Clearwater FL 33762

#### **ARTICLE VIII - SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph W. Gaynor	911 Chestnut St., Clearwater, FL 33756

#### **ARTICLE IX - DISSOLUTION**

The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets, including the surface water management system, of this Association shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

#### **ARTICLE X - BYLAWS**

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

#### **ARTICLE XI - AMENDMENT OF ARTICLES**

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than seventy-five percent (75%) of the vote of the voting members duly qualified to vote.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Lots.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pinellas County, Florida.

#### **ARTICLE XII - INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of 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, whether or not he is a director or officer at the time such expenses are incurred. 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 XIII - INTERPRETATION**

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Association, have executed these Amended and Restated Articles of Incorporation this 20 day of February, 2014 pursuant to the Resolution proposed by the Board of Directors dated the 20 day of Feb., 2014 and approved by not less than 75% of the voting members duly qualified to vote on the 20 day of Feb., 2014.

SHADY GROVE ASSOCIATION, INC., a  
Florida not-for-profit corporation

By: 

Print Name: Ronald Spoor

Title: President

By: 

Print Name: Nicole Holler

Title: Secretary

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

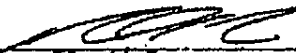
Pursuant to Fla. Stat. §48.091, SHADY GROVE ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, hereby designates HABITAT FOR HUMANITY OF PINELLAS COUNTY, INC., located at 13355 49<sup>th</sup> Street North, Clearwater, Florida 33762, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

HABITAT FOR HUMANITY OF  
PINELLAS COUNTY, INC., a Florida  
corporation

Date: 2/25/14

By:   
Name: Anthony Spoor  
Title: Acting President + CEO