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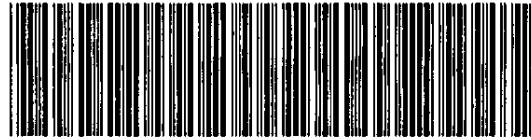
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TALBOT COUNTY, MARYLAND

Amended/Restated

APR 27 2018  
I ALBRITTON

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Southwood Property Owners Association, Inc.

DOCUMENT NUMBER: N21978

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer L. Hicks, Esq.

(Name of Contact Person)

Hill Law Firm, P.A.

(Firm/ Company)

614 S. Tamiami Trail

(Address)

Osprey, Florida 34229

(City/ State and Zip Code)

JACKIE@KEYS-CALDWELL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Hicks, Esq.

941-244-0098

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

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

**Street Address**

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

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

FILED  
2018 APR 26 PM 2:58  
SARASOTA COUNTY, FLORIDA  
CLERK OF CIRCUIT COURT

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SOUTHWOOD PROPERTY OWNERS ASSOCIATION, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

That heretofore, SOUTHWOOD was formed by the recording of the Declaration of Covenants, Conditions and Restrictions for Southwood (the "Original Declaration"), in Official Records Book 1962, Pages 1388, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Southwood Property Owners Association, Inc. The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on August 11, 1987. Southwood Property Owners Association, Inc. has been organized pursuant to the Homeowners' Association Act, as amended, for the maintenance, operation, and management of the Southwood subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Articles of Incorporation of Southwood Property Owners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Southwood Property Owners 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 PROPERTY OWNERS ASSOCIATION, INC. hereinafter referred to as "the Master Association."

**Article II**  
**General Nature of Business**

The general nature of the business to be conducted by the Master Association shall be the operation and management of the affairs and property of the subdivision known as Southwood, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Subdivision, originally recorded in Official Records Book 1962, Pages 1388, 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 Master 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 Master 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 Master Association and to delegate to such contractor all powers and duties of the Master Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the Membership of the Master Association.
7. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Master 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 Master Association shall consist of all persons owning a Lot in Southwood as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Master Association shall terminate automatically and immediately as a Member's interest in the title terminates.

Each change of Membership in the Master Association shall be established by delivery to the Master 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 Master 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 Master Association shall exist perpetually unless dissolved according to law.

**Article VII**  
**Registered Office and Registered Agent**

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

**Article VIII**  
**Board of Directors**

The affairs of the Master 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 Master 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 Master 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 Master 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:

Jerri L. King	4901 South Tamiami Trail Venice, FL 33595
Stephen J. Robbins	4901 South Tamiami Trail Venice, FL 33595
James H. Ryan	4901 South Tamiami Trail Venice, FL 33595

**Article XI**  
**Indemnification**

Every Director and every Officer of the Master Association shall be indemnified by the Master 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 Master 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 Master 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 Master 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 Master Association shall have the power and obligation to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Master 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 Master 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 Master Association may be amended, altered or rescinded by the Board in the manner provided by for in the Bylaws.

**Article XIII**  
**Amendments**

The Master 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 the majority 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 to be voted upon 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 is 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]**

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

RECORDED IN OFFICIAL RECORDS  
INSTRUMENT # 2018017352 35 PG(S)  
February 09, 2018 01:24:08 PM  
KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FL



**CERTIFICATE OF RECORDATION  
AMENDED AND RESTATED MASTER DECLARATION OF COVENANTS,  
CONDITIONS AND RESTRICTIONS FOR SOUTHWOOD  
AND  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SOUTHWOOD PROPERTY OWNERS ASSOCIATION, INC.  
AND  
AMENDED AND RESTATED BYLAWS OF  
SOUTHWOOD PROPERTY OWNERS ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Southwood was duly adopted in the manner provided in the Association documents at the membership meeting held January 6, 2018.

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

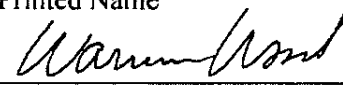
IN WITNESS WHEREOF, we have affixed our hands this 11<sup>th</sup> day of January, 2018, in Sarasota County, Florida.

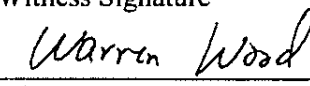
  
\_\_\_\_\_  
Witness Signature

SOUTHWOOD PROPERTY OWNERS  
ASSOCIATION, INC.

  
\_\_\_\_\_  
Printed Name

By:   
\_\_\_\_\_  
Greg Gravel, President

  
\_\_\_\_\_  
Witness Signature

  
\_\_\_\_\_  
Printed Name

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of January, 2018, by Greg Gravel, as President of Southwood Property Owners Association, Inc., a Florida corporation, on behalf of the corporation, who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.



JAGALYN K WOOD  
MY COMMISSION # GG 091842  
EXPIRES: April 20, 2021  
Bonded Thru Budget Notary Services  
\_\_\_\_\_  
Notary Public, State of Florida



[Signature]  
Witness Signature

[Signature]  
Printed Name

[Signature]  
Witness Signature

[Signature]  
Printed Name

SOUTHWOOD PROPERTY OWNERS  
ASSOCIATION, INC.

By: Roger Vossler, Sec.  
Attest: Roger Vossler, Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of January 2018, by Roger Vossler, as Secretary of Southwood Property Owners Association, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced as identification.



JACALYN K WOOD  
MY COMMISSION # GG 091846  
EXPIRES: April 20, 2021  
Bonded Thru Budget Notary Services

[Signature]  
Notary Public, State of Florida