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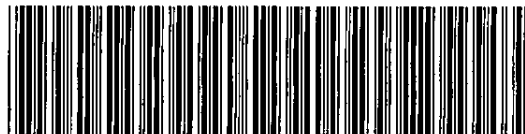
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anne Dr Rest

C. Gouffette MAR 10 2009

227 Nokomis Avenue S.
Venice, Florida 34285

Tel: (941) 485-1571
Fax: (941) 484-7226

Mailing Address:
Post Office Box 1767
Venice, FL 34284-1767

**Kanetsky
Moore
& DeBoer, P.A.**
Law Offices

Murray Kanetsky
Robert L. Moore*
Robert J. DeBoer*
Erik R. Lieberman**
Sharon S. Vander Wulp
*Board Certified Real Estate
**Also admitted in Pennsylvania

March 4, 2008

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation of Southwood, Section
A, Homeowners' Association, Inc.
Our File No. 8499.100

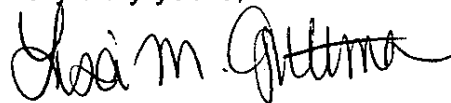
Dear Sirs:

Enclosed please find the Amended and Restated Articles of Incorporation in
regards to the above referenced Association. Also enclosed is our check in the
amount of \$43.75 representing the fee for the filing fee and certified copy fee.

Please return a certified copy of the Amended and Restated Articles of
Incorporation to my attention after filing.

Thank you for your assistance in this matter. If you have questions or need
additional information, please do not hesitate to contact our office.

Very truly yours,



Lisa M. Guttman, CP
Certified Paralegal for
Sharon S. Vander Wulp

encl.

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KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
MTAYLOR Receipt#1017223

This instrument prepared by: ✓
Sharon S. Vander Wulp
Attorney at Law
P.O. Box 1767
Venice, FL 34284-1767

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHWOOD, SECTION A, HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the original Declaration of Covenants, Conditions and Restrictions for SOUTHWOOD, SECTION "A", BLOCK 6 was recorded in the Public Records of Sarasota County, Florida, in Official Records Book 1962, Page 1900, et seq., as amended, and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the entire membership of the Association at a membership meeting held on the 26th day of January, 2008.

NOW, THEREFORE, the following are the Amended and Restated Articles of Incorporation of SOUTHWOOD, SECTION A, HOMEOWNERS ASSOCIATION, INC.

**(Substantial Rewrite of the Articles of Incorporation.
See the Original Articles of Incorporation for Current Text.)**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit, under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
NAME

1.1 Name. The name of the Corporation shall be SOUTHWOOD, SECTION A, HOMEOWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association.

ARTICLE II
PURPOSE

2.1 Purpose. The general nature, objects and purposes of the Association are to administer, operate and enforce the Declaration of Covenants, Conditions and Restrictions for that certain development known as SOUTHWOOD, SECTION A, BLOCK 6 (hereinafter referred to as the "Declaration") and to the extent necessary and permitted to administer and enforce the Master Declaration of

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TALLAHASSEE, FLORIDA

Covenants, Conditions and Restrictions for SOUTHWOOD (hereinafter referred to as the "Master Declaration"), both of which subdivisions are located in Sarasota County, Florida.

2.2 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

2.3 No Shares of Stock. The Association shall not have or issue shares of stock.

ARTICLE III POWERS

3.1 Powers. In addition to the powers set forth in the Declaration of Covenants; Conditions and Restrictions, and the Bylaws for this Association, the powers of the Association shall include and be governed by the following provisions:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of any and all personal property related to the purposes or activities of the Association; to make, enter into, perform and carry out contracts for the Association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To enter into agreements with the Master Association and component associations for the collection of assessments and assessments of the Master Association.

C. To hold funds solely and exclusively for the benefit of the members of the Association for purposes set forth in the governing documents.

D. To delegate power or powers of the Association where such is deemed to be in its best interest by its Board of Directors.

E. To charge recipients for services rendered by the Association and to charge the user for use of Association property where such is deemed appropriate by its Board of Directors.

F. To pay all taxes and other charges or assessments, if any, levied against property owned, leased or used by the Association.

G. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted and the terms and provisions of the aforesaid Declaration or Master Declaration.

H. To represent the members, as Delegate Members, in the Master Association.

I. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

3.3 Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

3.4 Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

ARTICLE IV MEMBERS

4.1 Members. The members of the Association shall consist of all record title owners of lots in the subdivision.

4.2 Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Sarasota County, Florida, a Deed or other instrument establishing a record title to a residential lot or parcel, and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

4.3 Limitation on Transfer of Shares of Assets. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his lot.

4.4 Voting. Members shall be entitled to one vote for each lot in which such member holds the required ownership interest.

ARTICLE V DIRECTORS

5.1 Board of Directors. The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than three Directors. Directors shall be members of the Association.

5.2 Election of Directors. Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws.

5.3 First Board of Directors. The names and addresses of the members of the first Board of Directors who held office until their successors were elected and qualified were as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Jerri L. King	4901 S. Tamiami Trail, Venice, FL 33595
Stephen J. Robbins	4901 S. Tamiami Trail, Venice, FL 33595
James H. Ryan	4901 S. Tamiami Trail, Venice, FL 33595

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who served until their successors were designated by the Board of Directors, were as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Stephen J. Robbins	President	4901 South Tamiami Tr. Venice, FL 33595
James H. Ryan	Vice-President	4901 South Tamiami Tr. Venice, FL 33595
James H. Ryan	Secretary-Treasurer	4901 South Tamiami Tr. Venice, FL 33595

ARTICLE VII INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and all liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any 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, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties;

provided that a settlement of the indemnification shall apply only when the Board of Directors approves such settlement, and reimbursement as being for the best interests of the Association.

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 VIII BYLAWS

The Bylaws of the Association may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX AMENDMENTS

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

9.2 Notice. 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.

9.3 Proposing the Amendment. A Resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the members of the Association.

9.4 Vote. Members not present in person at the members' meeting considering the amendment, may express their vote by proxy, in writing, providing such ballot and proxy is delivered to the Secretary at, or prior to the meeting. An affirmative vote of not less than fifty-one percent (51%) of the entire membership of the Association is required to effect the change.

9.5 Limitation on Amendment. No amendment shall make any changes in the qualifications for membership, nor the voting rights of member, without approval in writing of all members and the joinder of all record owners of mortgages upon a lot.

9.6 Certification. A copy of each amendment shall be certified by the Secretary of the State of Florida, and be recorded in the Public Records of Sarasota County, Florida.

ARTICLE X TERM

The term of the Association shall be perpetual, or it may be dissolved at the time the Declaration of Covenants and Restrictions is no longer effective and enforceable.

ARTICLE XI
SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation, were as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Jerri L. King	4901 South Tamiami Trail Venice, Florida 33595
Stephen J. Robbins	4901 South Tamiami Trail Venice, Florida 33595
James H. Ryan	4901 South Tamiami Trail Venice, Florida 33953

ATTEST:

SOUTHWOOD, SECTION A,
HOMEOWNERS ASSOCIATION, INC.

By: Tony Weis
TONY WEIS, Secretary

By: David Marshman
DAVID MARSHMAN, President

WITNESSES:

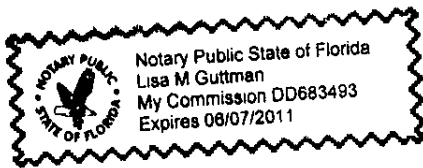
Rebekah E. Link
REBEKAH E. LINK
Lisa M. Guttman
LISA M. GUTTMAN

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared DAVID MARSHMAN, as President, and TONY WEIS, as Secretary, of SOUTHWOOD, SECTION A, HOMEOWNERS ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Amended and Restated Articles of

Incorporation and that the execution thereof is the free act and deed of said corporation. They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Sarasota County, Florida this 21st day of February, 2008.



Lisa M. Guttman
Printed Name of Notary: **LISA M. GUTTMAN**
Notary Public
Commission # _____

My Commission Expires: