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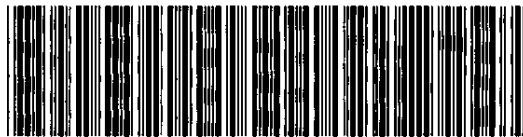
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Amend & Rest
C.COULLETTE

MAY 22 2009

EXAMINER

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May 13, 2009

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

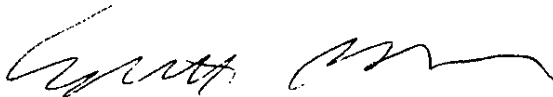
RE: Southwood Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.
EPB/kmr
enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHWOOD HOMEOWNERS' ASSOCIATION, INC.**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on April 14, 1989.

ARTICLE I – NAME

The name of the corporation is SOUTHWOOD HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II – ENABLING LAW

This corporation is organized pursuant to the Corporations Not For Profit Law of the State of Florida, set forth in Chapter 617 and Chapter 720 of the Florida Statutes.

ARTICLE III – PURPOSES

(a) The specific and primary purpose for which this corporation is organized is to take title to wetland tracts, lake tracts, retention area and recreation tracts on the plat of Southwood.

(b) The general purpose for which this non-profit corporation is formed is to maintain and control common lands within the plat of Southwood.

(c) This corporation is organized and operated exclusively for pleasure, recreation, and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director, officer.

(d) This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in sub-paragraphs (a) through (c) of this article.

ARTICLE IV – TERM

This Corporation shall have a perpetual existence.

ARTICLE V – MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and

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other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

ARTICLE VI – MANAGEMENT OF CORPORATE AFFAIRS

(a) BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five (5) directors. Directors shall be elected annually by majority vote of the membership.

ARTICLE VII – LOCATION OF REGISTERED OFFICE: IDENTIFICATION OF REGISTERED AGENT

(a) The address of this corporation's registered office in the State of Florida is as designated by the Board of Directors from time to time.

(b) The name of this corporation's registered agent is as designated by the Board of Directors from time to time.

ARTICLE VIII – BYLAWS

Bylaws were adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE IX – AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

ARTICLE X – DISSOLUTION

This corporation shall be dissolved and its affairs wound up by a two-third vote of the corporation's voting members. In the event of dissolution, property of the corporation shall be distributed as follows: equally between members existing at the time of dissolution.

These Amended and Restated Articles of Incorporation for Southwood Homeowners' Association, Inc. were approved by two-thirds (2/3rds) of the Members, present at a duly convened meeting held on March 23, 2009 which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 28 day of APRIL 2009.

WITNESSES AS TO PRESIDENT:

SOUTHWOOD HOMEOWNERS' ASSOCIATION, INC.

[Signature]
Printed Name: CLIFFORD A SANDLIN

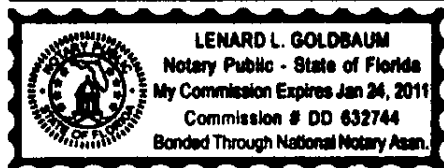
By: [Signature], President

[Signature]
Printed Name: DONNA KOLB

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on APRIL 28, 2009, by TRACY McCREA, as President of Southwood Homeowners' Association, Inc. [☒] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



[Signature]
Notary Public

WITNESSES AS TO SECRETARY:

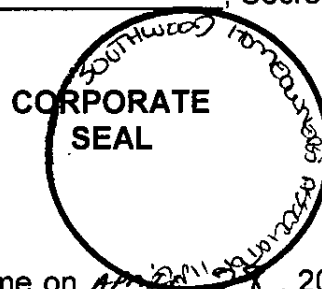
SOUTHWOOD HOMEOWNERS' ASSOCIATION, INC.

[Signature]
Printed Name: CLIFFORD A SANDLIN

By: [Signature], Secretary

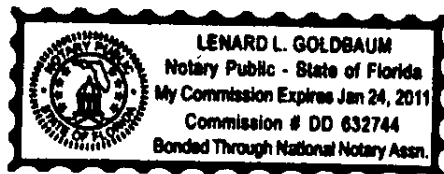
[Signature]
Printed Name: DONNA KOLB

STATE OF FLORIDA
COUNTY OF MARTIN



The foregoing instrument was acknowledged before me on APRIL 28, 2009, by SARA HANKEN, as Secretary of Southwood Homeowners' Association, Inc. [☒] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



[Signature]
Notary Public