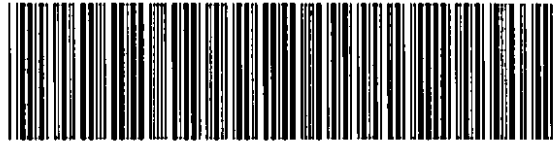


N35876



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2020 APR 14 P 6:02

NP
Amend
&
Restate

APR 14 2020

D CONNELL

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 26, 2020

Aaron J. Silberman, Esq.
Silberman Law
1105 W. Swann Ave
Tampa, FL 33606

SUBJECT: SHEFFIELD WOODS ASSOCIATION, INC.
Ref. Number: N35876

We have received your document for SHEFFIELD WOODS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the ~~Restated~~ Articles of Incorporation setting forth one of the following statements: (1) ☒ The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Annette Ramsey
OPS

Letter Number: 220A00006639



SILBERMAN LAW
A PROFESSIONAL ASSOCIATION

1105 W. Swann Avenue, Tampa, Florida 33606

Office: 813-434-1266 Fax: 813-434-1257 Toll Free: 855-HOA-LAW1

Aaron J. Silberman
aaron@thesilbermanlawfirm.com

April 10, 2020

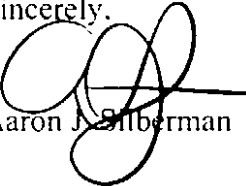
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom it May Concern:

Enclosed, please find the requested documents for Sheffield Woods Association, Inc.

Please contact me if you have any questions.

Sincerely,



Aaron J. Silberman

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

Sheffield Woods Association Inc.

NAME OF CORPORATION: _____

N35876

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Aaron J. Silberman, Esq.

(Name of Contact Person)

Silberman Law

(Firm/ Company)

1105 W. Swann Avenue

(Address)

Tampa, Florida 33606

(City/ State and Zip Code)

aaron@sl-pa.com

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

For further information concerning this matter, please call:

Aaron J. Silberman

(813)

434-1266

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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHEFFIELD WOODS ASSOCIATION, INC.

FILED
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These Amended and Restated Articles of Incorporation supersede and replace in their entirety the original Articles, as amended, which were filed with the State of Florida on December 29, 1989, and any amendments thereto.

ARTICLE I. NAME AND ADDRESS

The name of this corporation is SHEFFIELD WOODS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal place of business of this corporation is 15310 Amberly Drive, Suite 250, Tampa, Florida 33647. The mailing address is 15310 Amberly Drive, Suite 250, Tampa, Florida 33647. The Board of Directors may from time to time move the principal office and mailing address of the Association to any other address in the State of Florida.

ARTICLE II. PURPOSE

The Association was organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes. The purposes and objects of the Association are as follows:

- (1) To promote the health, safety and general welfare of the residents of the Sheffield Woods Townhouses, a zero-lot line development located in Hillsborough County, Florida (the "Development").
- (2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from or set forth in the Governing Documents as amended from time to time, and applicable Florida law. The definitions contained in the Declaration are incorporated by reference herein.
- (3) To acquire, own, control, operate, manage, maintain, insure, and repair any portion or portions of the Development and any fixtures or personal property appurtenant thereto, for the common use and benefit of all the residents of the Development.
- (4) To perform all the duties and obligations of the Association as set forth in and in accordance with the terms, provisions, conditions, and authorization contained in applicable Florida law, and the Governing Documents.

ARTICLE III. QUALIFICATION OF MEMBERS
AND MANNER OF ADMISSION

Section 1. The members of the Association shall constitute all the record owners of Units in the Development. Change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a Lot 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 of such Lot shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his Lot.

Section 3. The owner of each Lot shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a Lot and manner of exercising voting rights shall be determined by the By-Laws.

ARTICLE IV. CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V. DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by the Board of Directors. The directors and officers may lawfully and properly exercise all powers given to it under applicable Florida law, these Articles of Incorporation, the Association's By-Laws or the Declaration.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be managed by the Board of Directors.

Section 2. The number of directors on the Board of Directors may be changed from time to time as provided by the By-Laws but their number may never be less than three (3).

Section 3. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws.

Section 4. Directors shall be members of the Association.

ARTICLE VII. OFFICERS

Section 1. The officers of the Association shall be a president, a secretary, a treasurer and such number of vice presidents and other officers as may be provided in the By-Laws. The same person may hold more than one (1) office simultaneously, except that the same person shall not hold the office of president and secretary.

Section 2. 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.

Section 3. The officers shall have such duties, responsibilities and powers as provided by the applicable Florida law and the Governing Documents.

ARTICLE VIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall indemnify any individual who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that such

individual is or was a director or officer of the corporation, or a member of any committee established by the Board, against liability incurred in connection with such proceedings, including any appeal thereof, to the full extent as authorized by law. Said indemnity will include but not be limited to expenses and amounts paid in settlement, expenses of liabilities incurred as a result of such individual serving as a director or officer as hereinabove provided. Indemnification and advancement of expenses as provided herein shall continue as to an individual who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such an individual, and any amendment or changes to this indemnification provision shall be prospective only and as to individuals who shall serve as a director or officer after the effective date of such amendment.

(1) However, notwithstanding any other provision of this Article, if the Board of Directors or a court of competent jurisdiction determines that the proceedings against the director or officer who is seeking indemnification either arose out of actions which were outside the scope of the duties or expected activities of such individuals; or arose out of intentional or willful misconduct or self-dealings, or criminal activities; then the Association will be relieved of any obligation to indemnify such individual under this section.

(2) Further, notwithstanding any other provisions herein, the advancement of funds, approval of any settlement, and retention of legal counsel for any person being indemnified by the Association will be subject to prior Board approval, and any retention of counsel must be coordinated with the Association due to the potential involvement of insurance counsel.

ARTICLE IX. AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended at any special or regular Members' meeting by a two-thirds (2/3) vote of the Association's members that are entitled to vote, and who participate in the voting at a meeting, in person or by proxy, provided at least a majority of the Association's members entitled to vote participate. Any amendment to these Articles will be voted upon only after notice of any meeting is required by the By-Laws of the Association.

ARTICLE X. REGISTERED AGENT

The name and address of the Association's agent may be changed from time to time by the Association's Board of Directors. The current registered agent is Aaron J. Silberman, c/o Silberman Law, P.A., 1105 W. Swann Ave, Tampa, Florida 33606.

ARTICLE XI. POWERS

The Association shall have the following additional powers:

Section 1. The Association shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which the Association is chartered and not in conflict with these Articles, the By-Laws, or the Declaration.

Section 2. The Association shall have all the powers and duties set forth in the Declaration and any amendments thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

Section 3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

- (1) Adopt and amend By-Laws and Rules and Regulations.
- (2) Adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from Unit Owners.
- (3) Hire and terminate managing agents and other employees, agents, and independent contractors.
- (4) Institute, defend, or intervene in litigation or administrative proceedings.
- (5) Make contracts and incur liabilities.
- (6) Regulate the use, maintenance, repair, replacement, and modification of Common Areas.
- (7) Cause additional improvements to be made as a part of the Common Areas.
- (8) Acquire, hold, encumber, and convey in its own name any right, title or interest to real or personal property.
- (9) Grant easements, leases, licenses, and concessions through or over the Common Areas.
- (10) Impose and receive any payments, fees or charges for the use, rental or operation of the Common Areas.
- (11) Impose charges for late payment of assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, By-Laws, and Rules and Regulations of the Association.
- (12) Impose reasonable charges for the preparation and recordation of amendments to the Declaration, information supplied to sellers or prospective purchasers of a Lot, or preparation of statements of unpaid assessments.
- (13) Provide for the indemnification of its officers and directors and maintain directors' and officers' liability insurance.
- (14) Exercise any other powers conferred by the Declaration or By-Laws.
- (15) Exercise all other powers that may be exercised in this State by legal entities of the same type as the Association.
- (16) Exercise any other powers necessary and proper for the governance and operation of the Association.

Section 4. Except as limited by the Governing Documents, the powers and duties of the Association may be effected through the actions of the Board of Directors without the concurrence or ratification by the Members of the Association.

ARTICLE XII. SUBSCRIBERS

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

Paul R. Straubinger	13037 Gulf Blvd. Madeira Beach, Florida 33708
---------------------	--

Patricia Ann Straubinger	13037 Gulf Blvd. Madeira Beach, Florida 33708
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ARTICLE XIII. DISSOLUTION

This Association may be dissolved upon the written consent of the owners of all of the Lots in that certain residential community known as Sheffield Woods Townhouses, and in the event the corporation is dissolved as required by law, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

ARTICLE XIV. SEVERABILITY

Should any paragraph, sentence, phrase, portion or provision of these articles or of the By-Laws or rules and regulations be held invalid, it shall not affect the validity of the remaining instruments.

END OF ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION

Prepared by and Return To:
Aaron J. Silberman, Esq.
Silberman Law, P.A.
1105 W. Swann Avenue
Tampa, Florida 33606
Telephone: (813)434-1266

INSTRUMENT #: 2020057608
02/20/2020 at 10:16:34 AM
Deputy Clerk: YTORRES
Pat Frank, Clerk of the Circuit Court
Hillsborough County

**CERTIFICATE OF AMENDMENT REFLECTING THE ADOPTION OF THE AMENDED AND RESTATED
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR SHEFFIELD WOODS
TOWNHOUSES, THE AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR SHEFFIELD WOODS
ASSOCIATION, INC. AND THE AMENDED AND RESTATED BY-LAWS FOR SHEFFIELD WOODS
ASSOCIATION, INC.**

This is to certify that the attached Amended and Restated Declaration of Covenants, Conditions and Restrictions for Sheffield Woods Townhouses, the Amended and Restated Articles of Incorporation for Sheffield Woods Association, Inc., and the Amended and Restated Bylaws for Sheffield Association, Inc., all as recorded at Official Records Book 5991, Page 211, of the Public Records of Hillsborough County, Florida, and as they have been subsequently amended, were duly adopted by the Association membership at the duly noticed members' meeting of the Association on February 18, 2020, in accordance with the requirements of the applicable Florida Statutes and the governing documents. By recording these amendments, the Association also intends to preserve all documents referenced within the Notice of Sheffield Woods Townhouses Under 720.3032, *Florida Statutes*, and Notice to Preserve and Protect Covenants and Restrictions from Extinguishment Under the Marketable Record Title Act, Chapter 712, *Florida Statutes*, recording in Official Records Book 26626, Page 1936, Public Records of Hillsborough County, Florida, and those documents subsequently recorded.

IN WITNESS WHEREOF, SHEFFIELD WOODS ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officers on the 18th day of February 2020.

SHEFFIELD WOODS ASSOCIATION, INC.

By: Barbara Erwin

Barbara Erwin, President

Attested to by: Dan Pezzulich

Dan Pezzulich, Secretary

[Signature]

Signature of Witness #1

Danielle Simenz

Printed Name of Witness #1

[Signature]

Signature of Witness #2

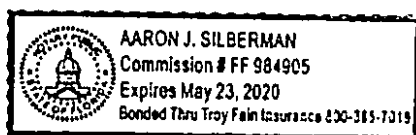
LORRAINE HESSEL

Printed Name of Witness #2

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18th day of February by Barbara Erwin, as President and Dan Pezzulich, as Secretary of the Sheffield Woods Association, Inc., by means of physical presence who are personally known to me or provided FL as identification.



[Signature]
Notary Public