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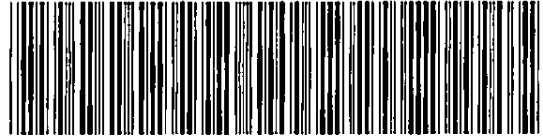
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2024 JAN -5 PM 3:56

STATE OF NEW YORK

*Amended + Restated*

JAN 25 2024

D CUSHING

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: THE SOUTHLANDS HOMEOWNERS ASSOCIATION, INC.

DOCUMENT NUMBER: N94000004188

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

Please return all correspondence concerning this matter to the following:

DOMINICK MEZZOLINE

(Name of Contact Person)

GOEDE, DEBOEST & CROSS, PLLC

(Firm/ Company)

6609 WILLOW PARK DRIVE, SECOND FLOOR

(Address)

NAPLES, FL 34109

(City/ State and Zip Code)

DMEZZOLINE@GADCLAW.COM

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

FILED  
2021 JAN -5 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FL

For further information concerning this matter, please call:

DOMINICK MEZZOLINE

239

331-5100

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

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

*Check previously submitted by our attorney.*

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee &	<input type="checkbox"/> \$43.75 Filing Fee &	<input type="checkbox"/> \$52.50 Filing Fee
	Certificate of Status	Certified Copy	Certificate of Status
		(Additional copy is	Certified Copy
		enclosed)	(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 7, 2023

THE SOUTHLANDS HOMEOWNERS ASSOCIATION, INC.  
P.O. BOX 367046  
BONITA SPRINGS, FL 34136

SUBJECT: THE SOUTHLANDS HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: N94000004188

We have received your document for THE SOUTHLANDS HOMEOWNERS 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):

Please entitle your document Articles of Amendment.

Not Articles of Incorporation.

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) 245-6050.

Diane Cushing  
Operations Manager A

Letter Number: 923A00027875

Prepared by and return to:  
Dominick A. Mezzoline, Esq.  
Goede, DeBoest & Cross, PLLC  
6609 Willow Park Drive, Second Floor  
Naples, Florida 34109  
(239) 331-5100

2023 JAN -5 PM 3:55  
FILED  
SECRETARY OF STATE


**CERTIFICATE OF AMENDMENT**  
**TO THE AMENDED AND RESTATED**  
**DECLARATION OF COVENANTS, RESTRICTIONS AND CONDITIONS FOR THE SOUTHLANDS**

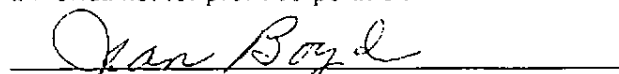
I HEREBY CERTIFY that the following Amendments to the Amended and Restated Declaration of Covenants, Restrictions and Condition for the Southlands, were duly adopted by the Association membership at the duly noticed Meeting of the Members of the Association on the 16th day of November 2023.

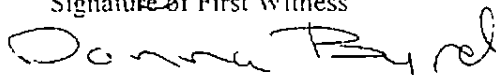
The original Declaration of Covenants, Restriction and Conditions for the Southlands was recorded at Official Records Book 2478, Page 2568, *et seq.*, of the Public Records of Lee County, Florida. The Amended and Restated Declaration of Covenants, Restrictions and Conditions for the Southland was recorded at Instrument No. 2023000350718, of the Public Records of Lee County, Florida.

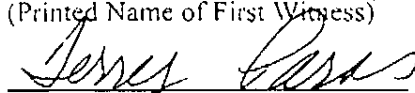
**WITNESSES**

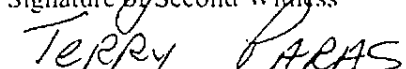
**THE SOUTHLANDS HOMEOWNERS  
ASSOCIATION, INC.,**  
a Florida not for profit corporation

  
Signature of First Witness

  
By: Jean Boyd, President

  
(Printed Name of First Witness)

  
Signature of Second Witness

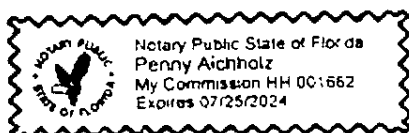
  
(Printed Name of Second Witness)

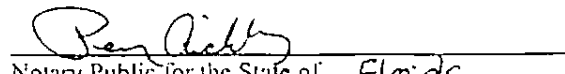
STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged [or if an affidavit "sworn to and subscribed"] before me, by means of ☒ physical presence or ☐ online notarization, this 21 day of November, 2023, by Jean Boyd, as President of the Southlands Homeowners Association, Inc., who ☒ is personally known to me, or [ ] has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of November 2023.

(NOTARY STAMP/SEAL)



  
Notary Public for the State of Florida  
Print Name: Penny Aichholz  
My Commission Expires: July 25, 2024

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
THE SOUTHLANDS HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation of The Southlands Homeowners Association, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on, August 25, 1994 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Chapter 617, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments, adopted pursuant to Chapter 617, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of The Southlands Homeowners Association, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation is The Southlands Homeowners Association, Inc., sometimes hereinafter referred to as the "Association".

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the corporation presently is as otherwise listed with the Florida Department of State Division of Corporations.

**ARTICLE III**

**PURPOSE AND POWERS:** This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers, or Directors. It is a nonprofit corporation formed for the purpose of operating a corporate residential community homeowners' association which, subject to a Declaration of Covenants, Restrictions, and Conditions for The Southlands recorded in the public records of Lee County, Florida. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, the Bylaws of the corporation, and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including but not limited to the power:

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

(B) to make, amend and enforce reasonable rules and regulations governing the use of the Common Property and the operation of the Association;

(C) to sue and be sued, and to enforce the provisions of the Declaration, the Articles, the Bylaws, and the reasonable rules of the Association;

(D) to contract for the management and maintenance of the Common Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(E) to employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;

(F) to dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless first approved by two-thirds (2/3rds) of the voting interests, present and voting, in person or by proxy at a duly called meeting of the membership.

(G) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property or assessment authority as security for money borrowed or debts incurred if first approved by Board;

(H) to maintain, repair, replace and provide insurance for the Common Property;

(I) to acquire, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;

(J) to grant, rescind, modify, or move easements.

(K) to exercise any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

#### ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Membership and Voting Rights shall be as set forth in the Bylaws of the Association.

#### ARTICLE V

TERM: DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3rds) of total Voting Interests of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization which is devoted to purposes similar to those of this Association.

#### ARTICLE VI

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

#### ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors or upon a petition of twenty-five percent (25%) of the Voting Interests at any regular or specially called meeting of the Members and shall be submitted to a vote of the members not later than the next annual meeting.

(B) Vote Required: Except as otherwise required by Florida law or as provided elsewhere in these Articles, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least a majority (50% +1) of the Voting Interests who are present and voting, in person or by proxy, at a duly called meeting of the members of the Association.

(C) Effective Date: An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records Lee County, Florida with the same formalities as are required in the Declaration for recording amendments to the Declaration.

#### ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors are required to meet all qualifications imposed by the Bylaws.

(B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the

manner provided by the Bylaws.

(C) The business of the Association shall be conducted 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.

## ARTICLE IX

### INDEMNIFICATION:

(A) Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a Director, officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section (A) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding on behalf of the affected Director, officer, or committee member. The Director, officer or committee member shall repay such amount if it shall ultimately be determined that said Director, officer or committee member is not entitled to be indemnified by the Association as authorized by this Article IX.

(D) Miscellaneous. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a

Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

**PROPOSED AMENDMENTS TO THE AMENDED RESTATED DECLARATION OF  
COVENANTS, RESTRICTIONS AND CONDITIONS FOR THE SOUTHLANDS**

Additions are underlined.

Deletions are ~~stricken through~~.

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**Section 7.11(F) of the Declaration is hereby amended as follows:**

(F) No fences shall be erected on the Lot. Existing fence structures to screen equipment such as generators on Lots 26, 30, and 32 are allowed to remain.

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**Section 7.5 of the Declaration is hereby amended as follow:**

7.5 Signs; Flags Banners and Flag Poles. No person may post or display a sign anywhere within the Southland other than one (1) "For Sale", "Open House" or other similar sign when said sign is used for the purpose of actively marketing the home for sale. Any such sign may not be larger than four (4) square feet. The American flag is permitted in compliance with Section 720.304(b), Florida Statute. Any signs permitted by State or Federal Statute are allowed.

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**Section 9.4 of the Declaration is hereby amended as follow:**

9.4 Guest Occupancy During Lease Term. Guests may occupy leased homes when the lessee is also in residence. The total number of house guests in a leased home is limited to two (2) persons and their children if any. Such guests may stay for a period not to exceed ~~ten~~ 30 (30+0) days, and the number of occasions for this type of guest occupancy shall be limited to once during the lease term.