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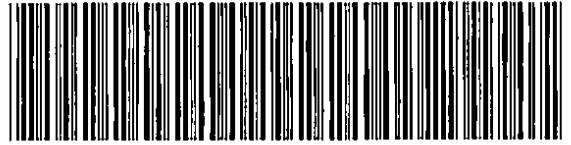
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ROBERT E. MURRELL, B.C.S.
RMURRELL@THEMURRELLFIRM.COM

April 6, 2023

J. TODD MURRELL
TMURRELL@THEMURRELLFIRM.COM

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

Re: Articles of Incorporation of Sherwood II, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Restated Articles of Incorporation for the above referenced Association to be filed with your office. Please return a certified copy of the Amended and Restated Articles of Incorporation to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance in this matter.

Sincerely,
THE MURRELL LAW FIRM, P.A.

Teresa Murrell
For the Firm

Enclosures

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHERWOOD II, INC.**

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Sherwood II, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on September 6, 1996 are hereby amended, and restated in their entirety as amended. 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 previously 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 Sherwood II, Inc. shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Sherwood II, Inc., and its address is % Anchor Associates, Inc., 2340 Stanford Court, Naples, Florida 34112.

ARTICLE II

DEFINITIONS: The definitions set forth in Section 1. of the Amended and Restated Declaration of Condominium of Sherwood II, a Condominium, to which these Articles are attached as Exhibit "C," and to which the Owners are subject, shall apply to terms used in these Articles, unless the context clearly requires another meaning.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Sherwood II, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, the Declaration of Condominium, the Bylaws or Chapter 718, Florida Statutes, as they may be amended from time to time, including but not limited to the following:

(A) To make and collect Assessments and other Charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(B) To buy, own, operate, lease, sell, and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

(C) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

(D) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, Directors, and members as Unit Owners.

(E) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety, and welfare of the Unit Owners.

(F) To approve or disapprove the leasing, transfer, ownership, and possession of Units as may be provided by the Declaration.

(G) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations of the Association.

(H) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

(I) To employ personnel to perform the services required for proper operation of the Condominium.

(J) To make contracts and incur borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

(K) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if such agreements or use interests are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

Condominium Property. All funds and the title of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

Distribution of Income. The Association shall make no distribution of income to its members, Directors or officers, except as provided by Florida Law.

ARTICLE IV

MEMBERSHIP:

(A) The members of the Association shall be the record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who were members at the time of such termination and their successors in interest.

(B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the member's unit.

(C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

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

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association shall 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 five (5) Directors.

(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 each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

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 or by written petition, signed by at least one quarter (1/4th) of the voting interests.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests present in person or by proxy and voting at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.

(D) Effective Date. An amendment shall become effective upon proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

(E) Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes, 617, Florida Statutes, or other applicable statutes or administrative regulations, as amended from time to time, are to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the Owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 617, and 718 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Association.

ARTICLE IX

REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT: The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

ARTICLE X

INDEMNIFICATION:

(A) Indemnity. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer or committee member of the Association, 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 and costs), 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, has reasonable cause to believe that his or her conduct was not unlawful. It is the intent of the membership of the Association, by adoption of this provision, to provide the most comprehensive indemnification possible to their Directors, officers 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 and costs) 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 upon receipt of an undertaking by or on behalf of the affected Director, officer or committee member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized by this Article X.

(D) Miscellaneous. The indemnification provided by this Article X 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 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 against such liability under the provisions of this Article X.

CERTIFICATE

The undersigned, being the duly elected and acting President of Sherwood II, Inc., hereby certifies that the foregoing amendment and restatement of the Articles of Incorporation was approved by vote of majority of the voting interests at a meeting of the members held on March 14, 2023, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment.

Executed this 3rd day of April, 2023.

SHERWOOD II, INC.

Dennis Ginsburg
Dennis Ginsburg, President

280 Robin Hood Circle, #102
Naples, FL 34104

Attest:

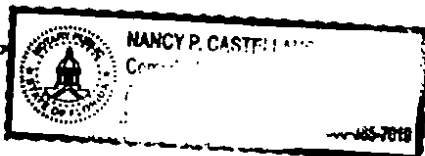
Dean Taylor
Dean Taylor, Secretary

(SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 3rd day of April, 2023 by Dennis Ginsburg, as President of Sherwood II, Inc., a Florida corporation not for profit, on behalf of the corporation by means of ☒ physical presence or ☐ online notarization. He is personally known to me or did produce FL D.L. as identification.

NOTARY STAMP



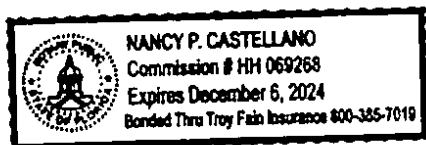
Nancy P. Castellano
Signature of Notary Public

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 3rd day of April, 2023 by Dean Taylor, as Secretary of Sherwood II, Inc., a Florida corporation not for profit, on behalf of the corporation by means of ☐ physical presence or ☐ online notarization. He is personally known to me or did produce FL D.L. as identification.

NOTARY STAMP

Nancy P. Castellano
Signature of Notary Public



ARTICLES OF INCORPORATION

EXHIBIT "C"