

Prepared by:
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**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION**


WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION, "Association"), by its President and Secretary, hereby certifies that the Amended and Restated Articles of Incorporation of the Association, attached hereto as **Exhibit "A"**, were duly adopted as an amendment to the Articles of Incorporation of the Association by the required affirmative of the Board of Directors on January 7, 2018 and in the required vote of the members of the Association voting, in person or by proxy, at a duly called meeting of the membership of the Association held on January 27, 2018, in accordance with the requirements of the Articles of Incorporation for the Association.


The Resolution adopting the Amended Restated Articles of Incorporation attached hereto as **Exhibit "A"** has been duly recorded among the minutes of the aforesaid meetings and remains in full force and effect.

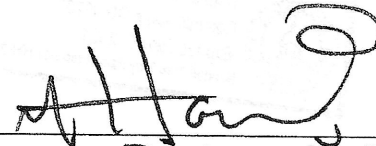
IN WITNESS WHEREOF, **WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION** has caused this Certificate of Amendment to be executed by its President and Secretary this 7th day of January, 2018.

Signed, sealed and delivered in our presence:

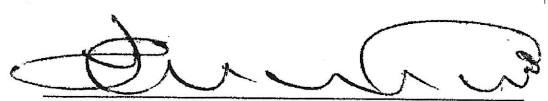
**WOODS AND LAKES AIR PARK
PROPERTY OWNERS ASSOCIATION**



Print Name: Lawrence C. Callaway III

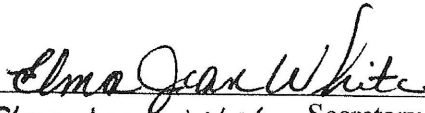

Print Name: Theresa A. Evans

By: 
Matthew J. Harris, President

(CORPORATE SEAL)

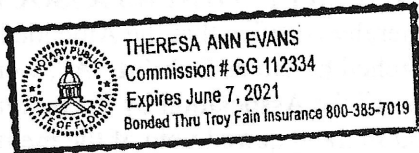

Print Name: Lawrence C. Callaway III


Print Name: Theresa A. Evans

Attest: 
Elma Jean White, Secretary

STATE OF FLORIDA
COUNTY OF Moran

The foregoing instrument was acknowledged before me this 4th day of January, 2019, by Marty H. Evans, as President of **WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION** on behalf of the Association.



[Signature]
Notary Public
Name: THERESA A. EVANS
Personally Known: _____
Produced Identification:
Type: Direct License
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF Moran

The foregoing instrument was acknowledged before me this 4th day of January, 2019, by Elaine Jean White, as Secretary of **WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION** on behalf of the Association.



[Signature]
Notary Public
Name: THERESA A. EVANS
Personally Known: _____
Produced Identification:
Type: Direct License
My Commission Expires: _____

State of Florida



Department of State

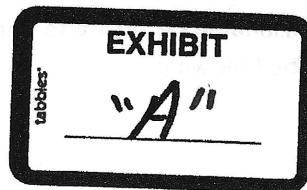
I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on November 26, 2018, for WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION, a Florida corporation, as shown by the records of this office.

The document number of this corporation is 748602.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Fourth day of December, 2018



CR2EO22 (1-11)



Ken Detzner
Ken Detzner
Secretary of State

AMENDED AND RESTATED ARTICLES OF INCORPORATION
WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION
FLORIDA CORPORATION NOT FOR PROFIT

FILED
2018 NOV 26 PM 4:11
SECRETARY OF STATE
ALL LAWS ARE TO BE SEEN

WE, the undersigned, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Amended and Restated Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION. For convenience, the corporation shall hereinafter be referred to as the "ASSOCIATION".

ARTICLE 2

PURPOSE

The purpose of this corporation is to provide for the maintenance, preservation and safe use of the common Association property specifically; Lots 1, 2, 11 and 12 of Block 21 and the 13.6 acres of land constituting the aircraft landing strip that lies between Blocks 16 and 17 of the Woods and Lakes Subdivision, an unrecorded subdivision, Marion County, Florida.

The Woods and Lakes Air Park is comprised of the common lands identified, as well as Lots 3 and 10 of Block 21 and Blocks 16 and 17 of the Woods and Lakes Subdivision as the same may now or hereafter be constituted.

Further, the purpose of the corporation shall be to promote the health, safety and welfare of the Members, Associate Members and residents within the Woods and Lakes Air Park in accordance with the terms, provisions and authorizations contained herein, and to own, operate, lease, sell, trade and otherwise deal with such common property, whether real or personal, as may be necessary or convenient in connection with the affairs of the Association.

ARTICLE 3

POWERS

The Association shall have the following powers subject to and exercised in accordance with the provisions of the Declaration, and further specified in the By-Laws:

1. The Association shall have all common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the said Declaration, the By-Laws and the laws of Marion County and the State of Florida.
2. The Association shall have the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:

- A. To make, establish and enforce reasonable rules and regulations governing the use of the Woods and Lakes Air Park common areas as defined in Article 2 above.
- B. To make and collect assessments against Members and Associate Members as parcel owners, to defray the costs, expenses and losses of the Association, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.
- C. To maintain, repair, replace and operate the Woods and Lakes Air Park specifically including all portions of the property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the By-Laws.
- D. To purchase insurance upon the common Woods and Lakes Air Park property for the protection of the Association and its Members, and disburse insurance proceeds pursuant to the provisions of the By-Laws.
- E. To reconstruct improvements on the common property of the Woods and Lakes Air Park after casualty or other loss, and to further improve the common areas of the Woods and Lakes Air Park in accordance with the terms of the By-Laws.
- F. To enforce, by legal means, the provisions of the By-Laws, the rules and regulations, and these Articles of Incorporation.
- G. To contract for maintenance and management of the Woods and Lakes Air Park common property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the By-Laws to have approval of the Board of Directors or the Members of the Association.
- H. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessions or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the Members and Associate Members of the Association.
- I. To employ personnel to perform the services required for proper operation of the Association.
- J. To dedicate or transfer all or any part of the common areas or property of the Woods and Lakes Air Park to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members, in accordance with the terms of the By-Laws.
- K. To borrow money, and with the assent of two-thirds (2/3 rds) of voting class Members, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE 4
EXISTENCE

The Association shall have perpetual existence, unless terminated pursuant to the provisions of the By-Laws in which event the Association shall be dissolved in accordance with law.

When more than one person holds such an interest in any parcel, all such persons shall be Members, but the parcel shall be entitled to one or more votes, as determined by the front footage table above. The vote(s) for such parcels shall be exercised by the owners thereof as they among themselves determine.

- 2) Non-Voting (Associate) Class. Non-voting or Associate class membership shall include any parcel owner in Woods and Lakes Subdivision, an unrecorded subdivision, Marion County, Florida (other than the Woods and Lakes Air Park as described above in Article 2) with special deeded rights to use of the Air Park runway, subject to certain conditions as outlined in the special warranty deed, the Association By-Laws and its rules and regulations, who elects to become an Associate Member as a non-voting class Associate Member and who pays assessments and dues to the Association in accordance with the By-Laws of the Association.

ARTICLE 8 DIRECTORS

- A. The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.
- B. Directors of the Association shall be elected at the annual meeting of the Members, in the manner determined by the By-Laws. In the event of a vacancy, the directors may appoint replacements, as specified by the By-Laws.

ARTICLE 9 OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and Parliamentarian.

ARTICLE 10 BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE 11 AMENDMENT

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

- A. Notice of the subject matter of the proposed amendments shall be included in the notice of any meeting at which such proposed amendment is considered.

- B. Proposed amendments shall be first presented to the Board of Directors, and shall have been approved in writing by a majority of such Board of Directors, who shall certify such amendment for vote of the Members of the Association.
- C. Such amendments must then be approved by the affirmative vote of two thirds (2/3 rds) of the Voting Class Members.
- D. A certificate of amendment executed by the duly authorized officers of the Association shall then be recorded among the Public Records of Marion County, Florida.
- E. No amendment may be made to the Article of Incorporation which shall in any manner amend, affect or modify the provisions and obligations set forth in the By-Laws.

ARTICLE 12
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon him in connection with 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, or any settlement thereof, whether or not he is a Director or officer at the time such are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlements and reimbursements as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or officers may be entitled.

ARTICLE 13
ARTICLES

The foregoing amendments to the Articles of Incorporation of WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION were adopted by the Board of Directors at its meeting on January 7, 2018, and by the voting membership at the January 27, 2018 annual meeting. Upon date of filing by the PUBLIC RECORDS, Marion County, Florida and the SECRETARY OF STATE, Tallahassee, Florida all previous Articles of Incorporation shall become null and void.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this ___ day of _____ AD, 2018.


MARTIN J. HARRIS as President


M. STUART MCELHANEY, as Vice
President


ELMA JEAN WHITE

) SS.
COUNTY OF MARION)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgement, personally appeared MARTIN J. HARRIS, M. STUART MCELHANEY and ELMA JEAN WHITE, to me known to be persons described as subscribers in and who executed the foregoing Articles of Incorporation of WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at MARION County and State aforesaid this day 14th day of Nov 2018.


NOTARY PUBLIC

My commission expires

KATHLEEN A. KELLY

