

Articles of Incorporation
Shadowood Homeowners Association, Inc.

**REVITALIZED ARTICLES OF INCORPORATION
OF
SHADOWOOD HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That these REVITALIZED ARTICLES OF INCORPORATION OF SHADOWOOD HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Revitalized Articles") are Made and Entered into this 27th day of June, 2014, by SHADOWOOD HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation (herein the "Association"), and the owners of properties within the Plat(s) of RIVERHAVEN VILLAGE, as described in Plat Book 9, at Pages 31-53, Public Records of Citrus County, Florida. Said Revitalized Articles are a revival of the existing "ARTICLES OF INCORPORATION OF SHADOWOOD HOMEOWNERS ASSOCIATION, INC.", as entered into on October 18, 1977, by a multitude of subscribers, and filed with the Florida Department of State on December 13, 1977, as amended from time to time, and as retyped below. This revival is sought pursuant to Florida Statutes §720.403-720.407 (2013).

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation not for profit, the undersigned, hereby associates into a corporation for the purpose and with the powers hereinafter mentioned, and to that end do, by these Articles of Incorporation, set forth:

ARTICLE I.

The name of the proposed corporation shall be: SHADOWOOD HOMEOWNERS ASSOCIATION, INC.

ARTICLE II.

The purpose and object of the corporation shall be to administer the operation and management of SHADOWOOD HOMEOWNERS ASSOCIATION, INC., a housing development constructed upon the following described property, situate, lying and being in Citrus County, Florida, to-wit:

Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, and 52 inclusive, Block 34, Plat of RIVERHAVEN VILLAGE, Plat Book 9, at Pages 31-53, of the Public Records of Citrus County, Florida.

Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33 and 34, inclusive, Block 31, Plat of

RIVERHAVEN VILLAGE, Plat Book 9, at Pages
31-53, of the Public Records of Citrus County,
Florida.

and to undertake the performance of the Acts, and duties incident to the administration of the operation and management of said housing development in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal rules and/or By-Laws which will be recorded in the Public Records of Citrus County, Florida, at the time said property, and the improvements now or hereinafter situate thereon, are submitted to the management of this association. The corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III.

1. The Corporation shall have all of the powers and privileges granted to Corporations Not for Profit under the law pursuant to which this Corporation is chartered.
2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purpose of the Corporation, including but not limited to the following:
 - a) To make and establish reasonable rules and regulations governing the use of HOUSES, COMMON ELEMENTS AND LIMITED COMMON ELEMENTS in said residential housing development as said terms may be defined in any rules or by-laws of the Association to be recorded.
 - b) To levy and collect assessments against members of the Corporation to defray the common expenses of the development as may be provided in said By-laws or rules of this corporation which may be hereinafter adopted.
 - c) To maintain, repair, replace, operate and manage the development and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of the development property.
 - d) To contract for the management of the development and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the By-laws or rules to have approval of the Board of Directors or Membership of the Corporation. All such contracts shall expressly contain provisions that they may be terminated by the corporation without obligation at such time as JERROLD J. KESSLER is no longer President of the Corporation and no longer has a majority control of the corporation.
 - e) To enforce the provisions of these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of said development as same may be hereafter established.

- f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Rules and By-Laws of the Corporation.
- g) From time to time by proper amendment hereto the subscribers hereto may add certain real property and/or common areas to Article II. hereof which property shall become subject to the terms and provisions of these Articles and all other property promulgated of the Corporation's By-Laws or rules.
- h) Any member of the Corporation may sue in his or her individual capacity to enforce any right or covenant held by the Corporation or member which right or covenant effects the real property of the member.

ARTICLE IV.

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all HOUSES in the development shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Item (5) of ARTICLE IV.

2. Membership shall be established by the acquisition of fee title to a HOUSE in the development, or by acquisition of a fee ownership interest therein, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any HOUSE, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more HOUSES, or who may own a fee ownership interest in two or more HOUSES, so long as such party shall retain title to a fee ownership interest in any HOUSE.

3. The interest of a member in the funds and assets of Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his HOUSE. The funds and assets of the Corporation shall be subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the By-Laws and Rules the Corporation which may hereafter adopted.

4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each HOUSE in the development, which vote may be exercised or cast by the owner or owners of each HOUSE in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one HOUSE such member shall be entitled to exercise or cast as many votes as he owns HOUSES, in the manner provided by said By-Laws.

5. Until such time as all of the HOUSES to be constructed or the property described in ARTICLE II. or such other property that may hereinafter become subject to the rules and powers of this Corporation, and the improvements which may be hereafter constructed thereon,

are sold to third parties not original incorporators herein, the Membership of the Corporation shall be comprised of the Subscribers to these Articles who each shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

6. Notwithstanding the provisions of ARTICLE IV. paragraph 5 above the Subscribers hereto or their successors shall turn over the operation of the instant Corporation to the unit purchasers no later than twelve (12) years from the date of the incorporation hereof.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The registered office of the Corporation shall be located at c/o KESSCO DEVELOPMENT CORP., INC. 12100 N.E. 16th Avenue, North Miami, Florida, but the Corporation may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII.

The affairs of the corporation shall be managed by the President of SHADOWOOD HOMEOWNERS ASSOCIATION, INC. assisted by the Vice-President, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, may employ a Managing Agent, and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the development, and the affairs of the Corporation, and such person or entity is a member of the Corporation or a director or officer of the Corporation, as the case may be.

ARTICLE VIII.

The members of initial directors shall be three. The number of directors may be increased or diminished from time to time, in the manner set forth in the By-Laws adopted by a majority of the Board of Directors but shall never be less than three. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation, and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation. Notwithstanding the foregoing, so long as KESSCO DEVELOPMENT CORPORATION, INC., a Florida corporation, (hereinafter referred to as "THE DEVELOPER") is the owner of any HOUSE in the DEVELOPMENT, it shall have the right to designate and select a majority of the persons who shall serve as members of each Board of Directors of the Corporation, and such persons so elected by "DEVELOPER" may designate and select the person or persons to serve as a member or members of each said Board of Directors in the manner provided in the By-Laws of the Corporation.

ARTICLE IX.

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall offices of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE X.

The names and post office addresses of the first Board of Directors and Officers, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

JERROLD J. KESSLER 4155 Kiaora Street Coconut Grove, Florida 33133	President and Director
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MICHAEL COLODNY 13155 Biscayne Bay Terr. North Miami, Florida	Vice President
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MARSHA OJALVO 1880 So. Treasure Dr. Apt. #4N No. Bay Village, Florida	Secretary
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ARTICLE XI.

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including Counsel fees, reasonably incurred by 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 at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approved such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XII.

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the HOUSES in the "DEVELOPMENT", whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other Officers of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than fifteen (15) days nor later than forty-five (45) days from the receipt by him of the Secretary to give each member written or printed notice of such Meeting stating the time and place of the Meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver, when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than seventy-five (75%) percent of the HOUSES in the DEVELOPMENT in order for such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Dade County, Florida, within fifteen (15) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such Meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such Meeting.

Any amendment to these Articles must be adopted by a simple majority vote of the Board of Directors of the corporation.

Notwithstanding the foregoing provisions of this ARTICLE XIV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of the "DEVELOPER", to designate and select members of each Board of Directors of the Corporation, as provided in ARTICLE VIII. hereof, may be adopted or become effective without the prior consent of said "DEVELOPER".

No amendment to these Articles of Incorporation shall be adopted which would operate to prejudice or impair the rights or privileges of any institution first mortgage as such rights and privileges of any institution first mortgage as such rights and privileges have been established in the By-Laws or rules of SHADOWOOD HOMEOWNERS ASSOCIATION, INC.

ARTICLE XIII.

The corporation, by a majority vote of the Board of Directors shall make and adopt the By-Laws. Changes in the said By-Laws, including additions, alterations and recession shall be made by majority vote of the corporation.

ARTICLE XIV.

CERTIFICATE DESIGNATING ITS INITIAL REGISTERED OFFICE AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS, FOR THE SERVICES OF PROCESS WITHIN THIS STATE, UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First: That SHADOWOOD HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of North Miami, County of Dade, State of Florida has named MICHAEL COLODNY, as its registered agent to accept service of process within this state. The registered agent's office shall be the registered office of this corporation.

Second: ACKNOWLEDGEMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____
MICHAEL COLODNY, Resident Agent

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of October, 1977.

JERROLD J. KESSLER

State of Florida)
 ss:
County of Dade)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared JERROLD J. KESSLER and MICHAEL COLODNY, to me known to be the persons described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 18 day of October, 1977.

My Commission Expires:

Notary Public, State of Florida at Large

MICHAEL COLODNY, Vice President

MARSHA OJALVO, Secretary

State of Florida)
 ss:
County of Dade)

I HEREBY CERTIFY, that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared MARSHA OJALVO, to me known to be the person described as a director in and who executed the foregoing Articles of Incorporation.

Witness my hand and official seal in the county and State named above, this 8th day of December, 1977.

My Commission Expires:

Notary Public, State of Florida at Large