

This instrument prepared by:
Hill Law Firm, P.A.
614 S. Tamiami Trail
Osprey, FL 34229

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SHADOW OAKS ESTATES PROPERTY OWNERS' ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, SHADOW OAKS ESTATES PROPERTY OWNERS' ASSOCIATION, INC. was formed by the recording of the Declaration of Covenants and Restrictions for Shadow Oaks Estates Subdivision in Official Records Book 3103, Pages 2308, et seq. (the "Original Declaration"), and that real property was added to the Subdivision in the Amendment to the Declaration of Protective Covenants, Conditions and Restrictions for Shadow Oaks Estates Subdivision (the "Amendment"), recorded at Sarasota County Official Records Instrument No. 2004025562 in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of Shadow Oaks Estates Property Owners' Association, Inc. The original Articles of Incorporation were submitted to the Secretary of State of the State of Florida on April 22, 1998. Shadow Oaks Estates Property Owners' Association, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of the Shadow Oaks subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Articles of Incorporation of Shadow Oaks Estates Property Owners' Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of Shadow Oaks Estates Property Owners' Association, Inc. ("Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

Article I
Name

The name of this corporation is SHADOW OAKS ESTATES PROPERTY OWNERS' ASSOCIATION, INC. hereinafter referred to as the "Association."

Article II
General Nature of Business

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as Shadow Oaks, located in Sarasota County, Florida, and to perform all acts provided in the Original Declaration of said Subdivision, originally recorded in Official Records Book 3103, Pages 2308, et seq., and all amendments thereto, and pursuant to Chapter 720, Florida Statutes as amended.

Article III
Powers

The Association, by and through its Board of Directors (the “Board”), shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida law and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend, and collect annual and special assessments against Members to defray the cost, expenses, and losses of the Association.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To purchase such insurance as deemed reasonable by the Board for the Common Property and for the protection of the Association and its Members.
4. To make and amend reasonable rules and regulations regulating the use of the property.
5. To enforce by legal means the provisions of the Florida law, the Declaration, these Articles of Incorporation, the Bylaws and the rules and regulation for the use of the property.
6. To levy fines for violation of approved rules and regulations, or violations of the provisions of the Declaration, these Articles of Incorporation, or the Bylaws, all as set forth in the Bylaws.
7. To contract for the management, operation, and administration of the Association, and to delegate to such contractors all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the Membership of the Association.
8. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association. Such powers shall be deemed to include the right of the Board to furnish private security, fire protection, or any other services which would be beneficial to the safety of the Association and its members.

Article IV
Members

The Members of the Association shall consist of all persons owning a Lot in Shadow Oaks as evidenced by a duly recorded deed or other appropriate instrument of conveyance, in the Public Records of Sarasota County, Florida. Membership in the Association shall terminate automatically and immediately as a Member’s interest in the title terminates.

Each change of Membership in the Association shall be established by delivery to the Association's Secretary of a copy of the recorded deed or other instrument of conveyance.

Article V
Voting Rights

Each Lot shall be entitled to one (1) vote at Association meetings, as provided in the Bylaws or Declaration, notwithstanding that the same Lot Owner may own more than one (1) Lot. The manner of exercising voting rights shall be determined by the Bylaws.

Article VI
Existence

The Association shall exist perpetually unless dissolved according to law.

Article VII
Registered Office and Registered Agent

The Association's Registered Agent and Registered Office is currently c/o Hill Law Firm, P.A., 614 S. Tamiami Trail, Osprey, FL 34229. The Board may change the Association's registered agent and office in the manner provided by Florida law.

Article VIII
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors determined by the Bylaws, but not less than three (3) Directors nor more than seven (7) Directors; however, unless otherwise determined by the Board, there shall be five (5) Directors. Furthermore, the Board should always consist of an odd number of Directors. Any change to the total number of Board members shall be made by the Board at a duly noticed Board meeting. Such Board meeting shall be held prior to the first notice of the Association's annual membership meeting, or the first notice of any special membership meeting at which Board elections shall be held.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws and by Florida Law. Vacancies on the Board shall be filled in the manner provided by the Bylaws and by the Florida law.

Article IX
Officers

The affairs of the Association will be managed by the Officers whose positions and duties are set forth in the Bylaws. The Officers shall be elected by the Board as applicable at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board.

Article X
Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorneys' fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time of the expenses, unless the Director or Officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance, and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such Director or Officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the Membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

Article XI
Bylaws

The Bylaws of the Association may be amended by the Board in the manner provided by for in the Bylaws.

Article XII
Subscribers

The names and street addresses of the original subscribers to these Articles of Incorporation are as follows:

Frank Cassata	c/o 4 C's Management 200 West Main Street Babylon, New York 11702
Mario Comparetto	4647 Stoneridge Trail Sarasota, Florida 34232
Harold R. Rosenberg	110 Whispering Oaks Court

Sarasota, Florida 34232

Article XIII
Amendments

The Association may amend any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of the Members, and all rights conferred upon the Members herein are granted subject to this reservation: provided however, that no amendment shall make any changes in the qualification for Membership or voting rights of the Members without the written approval of all Members and the joinder of all record owners of the mortgages upon the Lots. Further, no amendment shall be made which is in conflict with Florida law or the Declaration.

[SEE CERTIFICATE FOR SIGNATURE PAGE]