

NOTE: New wording is shown as being double-underlined, and deleted wording is shown as being ~~stricken through~~, except when substantial rewording of an item is needed, in which case owners need to refer to the existing wording in the Bylaws.

PROPOSED AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE SHADOWN RUN HOME OWNERS' ASSOCIATION, INC.

(Draft as of March 16, 2022)

These Amended and Restated Articles of Incorporation supersede and replace in their entirety the original Articles of Incorporation which were recorded as Exhibit "A" to the Revitalized Declaration of Protective Covenants and Restrictions Shadow Run – Unit One and Unit Two in Official Records Book 21444, Page 3, of the Public Records of Hillsborough County, Florida, and as they may have been subsequently amended.

~~_____The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statute, and certify as follows:~~

ARTICLE I

The name of the corporation shall be The Shadow Run Homeowners' Association, Inc. Its mailing address and principal place of business is currently 4131 Gunn Highway, Tampa, Florida 33618. However, such addresses may be changed at the discretion of the Board of Directors. ~~and its principal office and place of business shall be at 13005 Shadow Run Boulevard, Riverview, Florida 33569, and mailing address, Post Office Box 916, Riverview, Florida 33568,~~ and The corporation should continue to exist in perpetuity.

ARTICLE II

The Association was organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes. The Association has all of the rights, powers and duties and functions of a corporation not-for-profit not in conflict with these Articles, the Homeowner's Association Act and the Association's Governing Documents, as reasonably necessary to administer, govern, and maintain the common areas of the Association and other portions of the property for which it bears maintenance, repair and replacement responsibility, and to fulfill such other duties as the Association has pursuant to the Governing Documents including the Revitalized Declaration of Protective Covenants and Restrictions Shadow Run – Unit One and Unit Two ("Declaration"), as they may be amended from time to time. The purposes of this Association shall include, without limitation of the foregoing, the maintenance, preservation and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Association's Governing Documents and applicable Florida law.

~~The purpose for which the corporation is organized is to provide services, assist in management and self government of that certain development known as "Shadow Run" located at Riverview in Hillsborough County, Florida, and to engage in all activities legally permissible under the laws of the State of Florida, for the use and benefit of the property owners at said development. The corporation shall make no distributions of income to its member, directors or officers.~~

ARTICLE III

The powers of this corporation shall be as follows:

- A. The corporation shall have all the common law and statutory powers permitted to a not for profit corporation in conflict with these Articles.
- B. The corporation shall have all the powers granted and permitted by the Florida Corporations Not for Profit Act.
- C. The corporation's powers shall include, but not be limited to:
 1. To acquire, purchase, lease, sell or otherwise dispose of, manage, operate and maintain such land or personal property as shall be necessary or helpful and appropriate.
 2. To hire or employ such officers, agents, or other personnel to perform services required or deemed appropriate.
 3. To establish and enforce rules and regulations for its members, to insure and maintain the beauty, safety, harmony and property values within Shadow Run.
 4. To receive, hold, manage and disburse all funds of the corporation, provided that no funds or assets of the corporation shall be paid or transferred to or for the benefit of any member, officer or director ~~except as compensation for valuable services actually rendered to the corporation.~~
 5. To act in the stead or, or perform as the Shadow Run Architectural Review Board ~~as established by the Declaration of Protective Covenants and Restrictions of Shadow Run as found in the Public Records of Hillsborough County, Official Record Book 2932, Pages 132 through 161;~~ to conduct all business and do all things necessary and allowable in the proper performance of the functions of said Review Board; to enforce the decisions and regulations of the Board; ~~to the extent control of the Board may be transferred to the Association by the Developer.~~
 6. To adopt, impose and collect in accordance with the ~~Bylaws~~ ~~By-Laws~~ reasonable dues and/or assessments from members for the purpose of conducting operations of the Association.
 7. To contract, sue or be sued with respect to the exercise or non-exercise of its powers and duties. The Association may institute, maintain, settle or appeal actions or hearings in its name on behalf of all members concerning matters of common interest. Nothing herein limits any statutory or common law right of lot owners to bring any action which may otherwise be available.

ARTICLE IV

The qualifications of members, establishment or admission to membership and manner of voting shall be as follows:

A. The members of the corporation shall be limited to the record owner of owners from time to time of each and every parcel which shall comprise the development, and no other persons or entities shall be entitled to membership.

B. All record owners of parcels within Shadow Run shall be members of the Association automatically and shall be fully subject to the rules, regulations and assessments of said Association, and shall have all rights of membership as provided in the Association's Governing Documents, these Articles and the Bylaws. ~~Members not in compliance with the rules and regulations after ninety (90) day, after due notice, or more than ninety (90) days in arrears in assessments will lose all voting rights in the Association.~~ Each membership is transferred automatically by conveyance of title of a Lot.

~~Thereupon the new owner or owners designated by such instruments, upon their request, shall be members of the corporation and the membership of the former owner or owners shall terminate as to the parcel or parcels conveyed.~~

C. The owner or owners of each real estate parcel shall be entitled to vote on the affairs of the corporation on the basis of one vote per parcel in accordance with the provisions of the By-Laws Bylaws of the corporation, provided that no member shall be entitled to cast more than two votes, except when voting the proxy of other owners.

ARTICLE V

The affairs of the corporation shall be managed by a Board of Directors of not more than nine (9) nor less than three (3) members as may be determined from time to time in accordance with the By-Laws Bylaws of the Corporation. Election, qualification, term and removal of Directors and the filling of vacancies in the Board of Directors shall be as provided in the By-Laws Bylaws. Directors must be members of the corporation.

ARTICLE VI

The By-Laws Bylaws of the Corporation shall be adopted and amended by the Board of Directors and the affairs of the Corporation shall be conducted and administered as provided therein.

ARTICLE VII

These Articles of Incorporation may be amended, at a regular or special meeting of the members by a vote of sixty percent (60%) of the voting interests present and entitled to vote, in person or by proxy, provided at least a majority of the total voting interests have participated in the voting.

~~The Articles of Incorporation may be amended as follows:~~

- ~~A. PROPOSAL: An amendment to these Articles may be proposed by a resolution of the Board of Directors of the Association or, in the alternative, such amendment may be proposed in writing to the Board of Directors and signed by members of the Association having not less than 25% of the total votes of all members of the Association.~~
- ~~B. NOTICE: Upon adoption of such resolution or receipt of such request from the members, the Board of Directors shall call a meeting of the membership, giving not less than 30 days, nor more than 45 days written notice to each member, which notice shall state the~~

~~text of the proposed amendment and the text of the existing section of these Articles, it any, to be amended.~~

- ~~C. ADOPTION: The amendment shall be adopted by a vote of not less than 60% of the membership present and voting, assuming a quorum is present, provided that the membership may propose, consider and adopt amendments or modifications to the amendment or amendments for which the meeting was called.~~
- ~~D. Notwithstanding the foregoing, owners not present at the meeting considering such amendment may express their approval in writing within ten (10) days after such meeting, or by proxy delivered to the secretary prior to such meeting and such proxies shall be deemed equivalent to the approval of said member as though he were present at such meeting.~~

ARTICLE VIII

INDEMNIFICATION

~~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 proceedings to which he may be party, or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in 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 a settlement the indemnification herein shall apply only when the Board of Directors has approved settlement and reimbursement as being for the best interests 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.~~

The Association shall indemnify any individual who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that such individual is or was a director or officer of the corporation, or a member of any committee established by the Board, against liability incurred in connection with such proceedings, including any appeal thereof, to the full extent as authorized by law. Said indemnity will include but not be limited to expenses and amounts paid in settlement, expenses of liabilities incurred as a result of such individual serving as a director or officer as hereinabove provided. Indemnification and advancement of expenses as provided herein shall continue as to an individual who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such an individual, and any amendment or changes to this indemnification provision shall be prospective only and as to individuals who shall serve as a director or officer after the effective date of such amendment.

A. However, notwithstanding any other provision of this Article, if the Board of Directors or a court of competent jurisdiction determines that the proceedings against the director or officer who is seeking indemnification either arose out of actions which were outside the scope of the duties or expected activities of such individuals; or arose out of intentional or willful misconduct or self-dealings, or criminal activities; then the Association will be relieved of any obligation to indemnify such individual under this section.

B. Further, notwithstanding any other provisions herein, the advancement of funds, approval of any settlement, and retention of legal counsel for any person being indemnified by the Association will be subject to prior Board approval, and any retention of counsel must be coordinated with the Association due to the potential involvement of insurance counsel.

ARTICLE IX

~~The names and addresses of the subscribers who shall also be the first Directors and Officers of the Corporation and who shall serve in such capacities and shall manage, conduct and administer the affairs of the Corporation until their successors are elected and qualified as are follows:~~

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
EDWIN K. MURPHREE	12605 Shadow Run Blvd	VICE PRESIDENT
	Riverview, Florida 33569	
JOHNSN CASTELLANA	12602 Donnymoor Drive	PRESIDENT
	Riverview, Florida 33569	
KENNETH L. HARBIN	11308 Donnymoor Drive	SECRETARY
	Riverview, Florida 33569	

ARTICLE IX
DURATION

This Association exists perpetually.

~~IN WITNESS WHEREOF, the subscribers have hereto affixed their signatures this _____ day of _____, 2021.~~

END OF PROPOSED AMENDED AND RESTATED ARTICLES OF INCORPORATION