

Prepared by and Return To:

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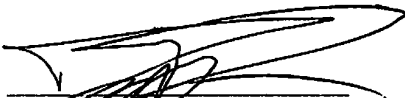
CERTIFICATE OF AMENDMENT REFLECTING THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE SHADOW RUN HOME OWNER'S ASSOCIATION, INC. AND OF THE AMENDED AND RESTATED BYLAWS OF SHADOW RUN HOMEOWNERS' ASSOCIATION, INC.

This is to certify that the Amended and Restated Articles of Incorporation of The Shadow Run Home Owner's Association, Inc. and Amended and Restated Bylaws of Shadow Run Homeowners' Association, Inc. attached hereto were approved by the membership during a duly noticed membership meeting originally convened on May 16, 2022, and then reconvened on July 20, 2022. The original Articles of Incorporation of The Shadow Run Home Owner's Association, Inc. and the original Bylaws of Shadow Run Homeowner's Association, Inc. were recorded as an exhibit to the Revitalized Declaration of Protective Covenants and Restrictions Shadow Run - Unit one and Unit Two, beginning at Official Record Book 21444, Page 3-82, Public Records of Hillsborough County, Florida, and as they have been subsequently amended.

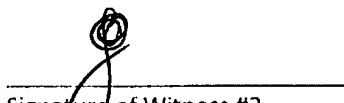
IN WITNESS WHEREOF, SHADOW RUN HOMEOWNERS' ASSOCIATION, INC. has caused this instrument to be signed by its duly authorized officer on the 20 day of July 2022.

SHADOW RUN HOMEOWNERS' ASSOCIATION, INC.

By: Lee Alexander, President
Lee Alexander, President


Signature of Witness #1

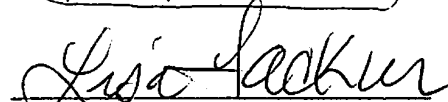
DAVID TSANG
Printed Name of Witness #1

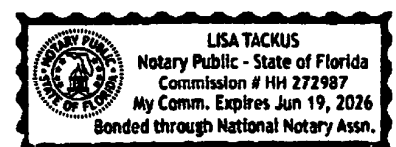

Signature of Witness #2

Etienne Nortje
Printed Name of Witness #2

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of July 2022 by Lee Alexander, as President, by means of physical presence, who is personally known to me or provided _____ as identification.


Notary Public, State of Florida
Commission No:
My Commission Expires:



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

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.

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. 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.

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.

5. To act in the stead or, or perform as the Shadow Run Architectural Review Board; 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.

6. To adopt, impose and collect in accordance with the Bylaws 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. Each membership is transferred automatically by conveyance of title of a Lot.

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 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 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 Bylaws. Directors must be members of the corporation.

ARTICLE VI

The 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.

ARTICLE VIII

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

This Association exists perpetually.

END OF ADOPTED AMENDED AND RESTATED ARTICLES OF INCORPORATION