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 POLK COUNTY
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After Recording, Return To:
 The Forest at Ridgewood Homeowners' Assn
 2204 Edmonton Street
 Winter Haven, FL 33881

Handwritten initials

**Initial Filing and Restating of Articles of Incorporation
 For
 THE FOREST AT RIDGEWOOD HOMEOWNERS' ASSOCIATION, INC.**

This Initial Filing and Restatement of the Articles of Incorporation (hereafter "Articles") is made this 19th day of June, 2019 by The Forest at Ridgewood Homeowners' Association, Inc., a Florida corporation, whose address is 2204 Edmonton Street, Winter Haven, Florida 33881, hereinafter referred to as "Association".

WITNESSETH:

WHEREAS, Association is the owner of certain property located in Polk County, Florida, which is more particularly described in Exhibit "A" attached hereto.

WHEREAS, this is the initial filing, as far as known, of the Articles at the Polk County Courthouse, Bartow, Florida. Previous filings have been with the Florida Secretary of State, Division of Corporations, Tallahassee, Florida.

WHEREAS, the Articles state that a resolution adopting a proposed amendment must bear the approval of not less than three-fourths (3/4ths) of the voting interests of the Association and a Special Members Meeting conducted on March 20, 2019, followed by duly called subsequent meetings, obtained that minimum with signed proxies.

NOW THEREFORE, Association, with regards to the Articles, desires to:

- [a]. To Restate the previous filings with the Florida Secretary of State, Division of Corporations, Tallahassee, Florida, with replacement in their entirety.
- [b]. Submit the initial filing of the Articles to the Polk County Courthouse, Bartow, Florida, for recording. Said Articles are more particularly set forth hereinafter and declares that all of the property described in Exhibit "A" shall be held, sold and conveyed subject to the Articles, which are for the purpose of protecting the value and desirability of, and which shall run with, the real property and be binding on all parties having any right, title or interest in the described properties or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.
- [c]. the Association hereby restates the Articles as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FOREST AT RIDGEWOOD HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE I. NAME

The name of the corporation is The Forest at Ridgewood Homeowners' Association, Inc. (hereinafter "Association").

ARTICLE II. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2204 Edmonton St, Winter Haven, FL 33881. The name of the registered agent of this corporation is Hugh Bynum. The Board of Directors ("Board") may from time to time designate a new registered office or registered agent.

ARTICLE III. PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association is 2204 Edmonton Street, Winter Haven, FL 33881. The Board may from time to time move the principal office to any other address in Florida.

ARTICLE IV. DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter "Declaration") for The Forest at Ridgewood recorded in the Public Records of Polk County, Florida, as it may from time to time be amended or restated.

ARTICLE V. PURPOSE AND POWERS OF THE ASSOCIATION

The Association is a not-for profit entity, the principal purpose of which is to engage in every aspect and phase of the business of property management, including but not limited owning and conveying property, maintenance, operation and improvement of the real property being managed by the corporation and any lawful act or activity for which non-profit corporations may be organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Declaration, or by the Bylaws (hereinafter "By-Laws") for this Association.

The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles, or the By-Laws, including establishing rules and regulations and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property and Areas of Common Responsibility.

Except to the extent maintenance of any portion of the surface water management system has been assumed by any governmental authority, the Association shall operate and maintain the surface water management system facilities including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas in a manner consistent with the permit requirements and applicable District rules.

The Association may, contract for services to provide the operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company. In addition to regular assessments, the Association shall levy and collect adequate assessments against Members of the Association for the costs of operation, maintenance and management of the Surface Water Management System.

ARTICLE VI. MEMBERSHIP AND VOTING RIGHTS

- a. Members: Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is subject by covenants of record to assessment by the Association shall be a member of the Association provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member. The Association shall have one class of voting membership which shall include all members.
- b. Change in membership: Change in membership in the Association shall be established by recording in the public records of Polk County, Florida, a deed or other instrument establishing a record title to a parcel in the development. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.
- c. Voting Interests and Voting Rights: **Voting Interests:** shall be equal to one for each parcel of the Association.
Voting Rights: Members shall be entitled to one vote for each lot owned (regardless of the number of Owners of the lot).

ARTICLE VII. BOARD OF DIRECTORS

- a. The current number of Directors of this Association shall be five (5).
- b. The number of Directors may be increased or diminished from time to time as set forth by the By-Laws but shall never be less than three (3) or more than five (5); four (4) directors is not allowed.
- c. The name and address of the current members of the Directors, who shall hold office for three (3) years or until their successors are either elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Ron Lapinski	2204 Edmonton St, Winter Haven, FL 33881
Juri Zaslowski	2204 Edmonton St, Winter Haven, FL 33881
Michael Stump	2204 Edmonton St, Winter Haven, FL 33881
David Yunker	2204 Edmonton St, Winter Haven, FL 33881
Larry Bassett	2204 Edmonton St, Winter Haven, FL 33881

ARTICLE VIII. OFFICERS

- a. The officers of the Village Association shall be a President, one or more Vice Presidents, Secretary and Treasurer, and if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Directors.
- b. Officers of the Village Association may be compensated in the manner provided in the By-Laws.
- c. The Directors, or the President with the approval of the Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management and the affairs of the Association.
- d. The persons who are to serve as officers of the Village Association until their successors are chosen are:

<u>Office:</u>	<u>Name:</u>
President	Ron Lapinski
Vice President	Juri Zaslowski
Secretary	Larry Bassett
Treasurer	Hugh Bynum

- e. The officers shall be elected by the Directors at their first Directors meeting following the Members Annual Meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Directors at any Directors meeting duly held.

- f. The President and Vice-President shall be elected from the membership of the Directors, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE IX. AMENDMENT TO THESE ARTICLES

Amendments or restating of these Articles shall be proposed and adopted in the following manner:

- a. Notice: Notice of the subject matter of a proposed amendment or restating shall be included in the notice of any meeting at which a proposed amendment or restatement is considered.
- b. Resolution: A resolution for the adoption of a proposed amendment or restating may be proposed either by the Directors or by twenty percent (20%) of the voting interest of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment or restating may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment or restating must bear the approval of not less than twenty per cent (20%) of the voting interests of the Association.
- c. Approval: No amendment or restating shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the properties. No amendments or restating shall be made that conflict with the Declarations or the laws of the State of Florida.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made party to, or is threatened to be party, to any threaten, pending, or contemplated action, suit or proceedings by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association, from and against expenses reasonably and actually incurred (including reasonable attorney's fees for pretrial, trial or appellate proceedings) judgements, fines and amounts paid in defense or settlement, in the connection with an action, suit or proceeding, including an action or suit by or in the right of the Association.

Section 2. Any indemnification under Section 1 (unless ordered by a Court) shall be made by the Association only as authorized in the specific case, upon a determination by the Board that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has acted in good faith and had no reasonable cause to believe his conduct was unlawful. Such determination shall be made by a majority vote of disinterested members of the Board of Directors, if at least three Directors are disinterested, or if such quorum is not obtainable (or even if obtainable, if a quorum of disinterested Directors so directs) by a majority vote of the Members of the Association.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association, or for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 4. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of their capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 5. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, by itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 6. Expenses incurred in defending any action, suit or proceeding may be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt and approval by the Association of an itemization of the expenses to be paid.

Section 7. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's By-laws, agreement, vote of members or disinterested Directors or otherwise both as to actions in their official capabilities and as to action in another capacity, while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Any person requested indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorney fees), judgments, fines and amounts paid in settlement (as described above). The Association shall indemnify such person (if entitled to the indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XI. MERGERS and DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted by such entity, then the surface water management system facilities shall be conveyed to a not-for-profit corporation similar to the Association.

ARTICLE XII. PRECEDENCE of ASSOCIATION GOVERNING DOCUMENTS

In the case of any conflict between the Declaration and these Articles, the Declaration shall prevail; in the case of any conflict between the By-Laws and these Articles, these Articles shall prevail; in the case of any conflict between the Rules-In-Effect and these Articles, these Articles shall prevail.

ARTICLE XIII. NOT-FOR-PROFIT

No part of the income of this Association shall be distributed to the members except upon the dissolution or final liquidation, and as permitted by the court having jurisdiction thereof.

ARTICLE XIV. DURATION

The Association shall exist in perpetuity.

IN WITNESS WHEREOF, the Association has executed this initial filing and restating of the Articles on the date set forth above.

We, being all of the directors of The Forest at Ridgewood Homeowners' Association, Inc., have hereunto set our hands this < 19th > day of June, 2019.



Ron Lapinski, Director



Juri Zaslowski, Director



Michael Stump, Director



David Yunker, Director



Larry Bassett, Director

I the undersigned, do hereby certify:

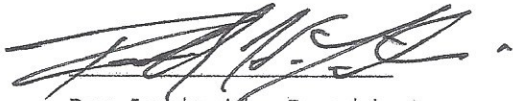
That I am the duly elected and acting Secretary of THE FOREST AT RIDGEWOOD HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, and that the foregoing Articles of Incorporation of the Association, as duly adopted at a meeting of the Board of Directors thereof, held on the < 19th day of June, 2019.

A handwritten signature in cursive script, appearing to read "Larry Bassett", enclosed within a pair of angle brackets (< >).

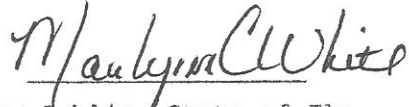
Larry Bassett, Secretary

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this < 21st > day of June, 2019, by Ron Lapinski, who is President of The Forest at Ridgewood Homeowners' Association, Inc., a Florida corporation, and who produced Florida Drivers Permit # < L152728593330 > as identification.



Ron Lapinski, President



Notary Public, State of Fla.

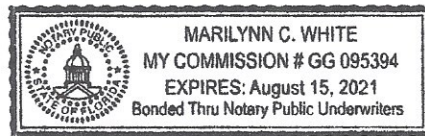


EXHIBIT "A"
LEGAL DESCRIPTION
FOR
THE FOREST AT RIDGEWOOD

The 164 lots as platted on the plat of THE FOREST AT RIDGEWOOD, per plat thereof recorded at Plat Book 94 Pages 24, 25 and 26, public records of Polk County, Florida.

TOGETHER WITH THE FOLLOWING ROADS SHOWN ON SAID PLAT:

Spanish Moss Road
Golf Course Parkway
Boxwood Drive
Southern Pine Way
Joewood Drive
Sand Pine Lane