

This instrument prepared by
Mildred S. Crowder, Esq.
WEISENFELD & ASSOCIATES, P.A.
501 Brickell Key Drive
Suite 300
Miami, Florida 33131-2608

Recorded copies should be
returned to:
REAL ESTATE CORPORATION
OF FLORIDA, INC.
2533 Boggy Creek Road
Kissimmee, Florida 32743
Attention: Sarah Gilman

FILED
JUN 26 11 21 AM '12
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF FOREST RIDGE AT MEADOW WOODS
HOMEOWNERS' ASSOCIATION, INC.
SECTION 31, TOWNSHIP 24 SOUTH, RANGE 30 EAST
AND SECTION 36, TOWNSHIP 24 SOUTH, RANGE 29 EAST
ORANGE COUNTY, FLORIDA

In compliance with the laws of the State of Florida, the undersigned, all being sui juris and residents of Florida, do hereby voluntarily associate themselves for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I - NAME

The name of the corporation is FOREST RIDGE AT MEADOW WOODS HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II - RESIDENT AGENT

The street address of the initial registered office of this corporation is 2533 Boggy Creek Road, Kissimmee, Florida 32743, and the name of the initial Registered Agent of this corporation at such address is BUD WILLIAMS. The Association may maintain offices and transact business in such other places as may from time to time be designated by the Board of Directors.

ARTICLE III - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ramon Alonso	2533 Boggy Creek Road Kissimmee, Florida 32743
Charles O'Hara	2533 Boggy Creek Road Kissimmee, Florida 32743
Bud Williams	2533 Boggy Creek Road Kissimmee, Florida 32743

ARTICLE V - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residential Living Units and Common Area and to promote the health, safety and welfare of the residents within the Property described in Exhibit "A" attached hereto and made a part hereof, and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For such purposes, the Association shall have and exercise the following authority and powers:

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the Association shall have and exercise the following authority and powers:

A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by this reference as if the same were set forth herein at length.

B. To fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property or the Association.

C. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes so long as any such merger or consolidation does not broaden the duties and obligations of the Association required by the terms of the Declaration provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

D. To have and to exercise any and all of the common law and statutory powers, rights and privileges which a corporation organized under the Not-for-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise, which are not in conflict with the terms of these Articles, the Declaration and the By-Laws.

As used herein, the term "Corporation" shall be the equivalent of "Association" as defined in the Declaration. Words and phrases, when used in these Articles, shall have the same definitions as attributed to them in the Declaration.

ARTICLE VI - MEMBERSHIP

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A. Every person or entity who is a record owner of a fee or undivided fee interest in any Living Unit, as defined in the Declaration, which is subject to covenants of record to assessment by the Association, including contract sellers, shall automatically be a member of the Association upon the recordation in the Public Records of Orange County, Florida, of the deed or other instrument establishing the acquisition and designating the Living Unit affected thereby. Such person or entity shall be known as an Owner and shall hold a Class A voting membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Living Unit which is subject to assessment by the Association. Such membership shall automatically terminate when such person or entity is no longer the record Owner of a Living Unit.

B. The Developer, as defined in the Declaration, shall hold the Class B membership.

ARTICLE VII - VOTING RIGHTS

The membership of the Association shall have voting rights, in relation to the class of membership, as follows:

Class A. Class A members, being all Owners, with the exception of the Developer (provided that Class B membership continues to exist), shall be entitled to one (1) vote for each Living Unit owned. When more than one (1) person holds an interest in any Living Unit, all such persons shall be members. The vote for such Living Unit shall be exercised as they determine, among themselves, but in no event shall more than one (1) vote be cast with respect to any Living Unit.

Class B. The Class B member(s), being the Developer, shall be entitled to three (3) votes for each Living Unit or Lot owned, with each vote being considered a "member" for purposes of construing the minimum member's votes needed under various provisions hereof, or in the Declaration, or By-Laws of the Association. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) On December 31, 1995.

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ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Association shall be managed and governed by a Board of three (3) Directors, who shall be members of the Association, except that Directors elected or appointed by the Developer need not be members of the Association.

The names and addresses of the persons who constitute the initial Board of Directors, until the selection and qualification of their successors, are:

Ramon Alonso	2533 Boggy Creek Road Kissimmee, Florida 32743
Charles O'Hara	2533 Boggy Creek Road Kissimmee, Florida 32743
Morris A. Williams, Jr.	2533 Boggy Creek Road Kissimmee, Florida 32743

The initial Board of Directors herein designated shall serve until the first election of the Board of Directors at the first annual membership meeting after Class B membership has ceased and been converted to Class A membership, at which time the members shall elect three (3) Directors who shall each serve for a term of one (1) year. Any vacancy on the Board of Directors shall, upon a majority vote by the remaining Directors, be filled for the unexpired term of the vacated office.

The Developer is entitled to elect at least one (1) Director as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Living Units.

ARTICLE IX - DISSOLUTION

The Association may be dissolved no sooner than thirty (30) years from the date of incorporation with the assent given in writing and signed by not less than three-fourths (3/4) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust, public agency or other

organization provided that it is to be used for purposes similar to those for which this Association was created, and the Association shall be dissolved in accordance with law.

ARTICLE X - OFFICERS

Subject to the discretion of the Board of Directors, the affairs of the Association shall be administered by its officers, as designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. Said officers shall be members of the Association, except that officers elected or appointed by the Developer need not be members of the Association. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are:

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
Ramon Alonso President	2533 Boggy Creek Road Kissimmee, Florida 32743
Charles O'Hara Vice President	2533 Boggy Creek Road Kissimmee, Florida 32743
Morris A. Williams, Jr. Treasurer/Secretary	2533 Boggy Creek Road Kissimmee, Florida 32743

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ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred, and whether such director or officer acted in good faith and a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action

or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding. In the event that all the directors were parties to such action, suit or proceeding, such determination shall be made by the members of the Association by a majority vote of a quorum.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

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ARTICLE XII - TRANSACTION IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one (1) or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIII - BY-LAWS

The By-Laws of this Corporation shall initially be made and adopted by the first Board of Directors and recorded among the Public Records of Orange County, Florida, which By-Laws may be altered, amended or rescinded at any duly called meetings of the members of the Association in the manner provided for in the By-Laws and Declaration. No amendment shall change the rights and privileges of the Developer without its written approval.

ARTICLE XIV - AMENDMENTS

A. Amendments to these Articles of Incorporation shall require the approval of seventy-five percent (75%) of the entire membership. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, executed and acknowledged by the President or Vice President, and attested by the Secretary or an Assistant Secretary, has been filed with the Secretary of State, and all filing fees paid. Notwithstanding any provisions of this Article to the contrary, these Articles of Incorporation shall not be amended in any manner which shall abridge, amend or alter the rights of the Developer, as set forth in the Declaration, without the prior written consent to such amendment by the Developer. Further, these Articles of Incorporation shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in the Declaration, as the same may be amended from time to time in accordance with the respective provisions thereof.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation on the dates hereinafter set forth.

Signed, sealed and delivered in the presence of:

Nancy Hazelwood
Ramona Falcon

Ramon Alonso (SEAL)
RAMON ALONSO

Dated: 7/19/90

Nancy Hazelwood
Ramona Falcon

Charles O'Hara (SEAL)
CHARLES O'HARA

Dated: 7/19/90

Nancy Hazelwood
Ramona Falcon

Morris A. Williams, Jr. (SEAL)
MORRIS A. WILLIAMS, JR.

Dated: 7/19/90

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STATE OF FLORIDA)
COUNTY OF OSCEOLA)

BEFORE ME, the undersigned authority, personally appeared RAMON ALONSO, who, upon being first duly sworn, acknowledged that he subscribed and executed the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1990.

Sarah Ann Bronson
Notary Public, State of Florida
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: NOV. 30, 1990.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

BEFORE ME, the undersigned authority, personally appeared CHARLES O'HARA, who, upon being first duly sworn, acknowledged that he subscribed and executed the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1990.

Sarah Ann Bronson
Notary Public, State of Florida
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: NOV. 30, 1990.

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

BEFORE ME, the undersigned authority, personally appeared MORRIS A. WILLIAMS, JR. who, upon being first duly sworn, acknowledged that he subscribed and executed the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1990.

Sarah Ann Bronson
Notary Public, State of Florida
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: NOV. 30, 1990.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH FLORIDA LAW, THE FOLLOWING IS SUBMITTED:
at MEADOW WOODS

FIRST--THAT FOREST RIDGE/ HOMEOWNERS' ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF KISSIMMEE, STATE OF FLORIDA, HAS NAMED MORRIS A. WILLIAMS, JR. AT 2533 BOGGY CREEK ROAD, KISSIMMEE, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: M. A. Williams, Jr.
MORRIS A. WILLIAMS, JR.
(REGISTERED AGENT)

Date: July 19, 1990

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RECORDED & RECORD VERIFIED
Martha S. ...
County Controller, Orange Co., FL

FILED
JUL 25 1990
NOTARY PUBLIC