

N97000001183

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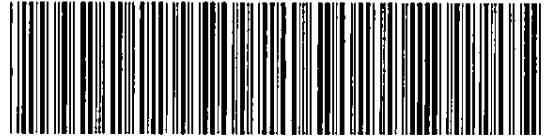
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*Amend/Restated*

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S. CHATHAM  
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TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 9, 2023

JEROME A. ZIVAN, ESQUIRE  
P.O. BOX 5220  
NICEVILLE, FL 32578 US

SUBJECT: FOREST GREEN 314A HOA, INC.  
Ref. Number: N97000001183

We have received your document for and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The date of adoption of each amendment must be included in the document.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham  
Regulatory Specialist III  
Director's Office

Letter Number: 723A00026129

**TO:**

**Summer Chatham**  
**Regulatory Specialist III**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation-To Be Re-Filed (per Letter 723A00026129)

**NAME OF CORPORATION: Forest Green 314A HOA, Inc.**  
**(Formerly known as Forest Green Merchants and Homeowners Association, Inc.)**

**DOCUMENT NUMBER: N9700000183**

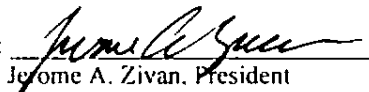
The enclosed Amended and Restated Articles of Incorporation are re-submitted for filing.  
Please return all correspondence concerning this matter to the following:

Jerome A. Zivan, Esquire  
P.O. Box 5220  
Niceville, FL 32578

E-mail address: (to be used for future annual report notification): [zivanlaw@aol.com](mailto:zivanlaw@aol.com)

For further information concerning this matter, please call: Jerome Zivan at 850-598-1862

Date: November 20, 2023

Signature :   
Jerome A. Zivan, President

**RESTATED AND AMENDED ARTICLES OF INCORPORATION**

**FOREST GREEN 314A HOA, INC.  
(A Corporation Not For Profit)**

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TALLAHASSEE, FL

The undersigned hereby files these Restated and Amended Articles of Incorporation of FOREST GREEN 314A HOA, INC. (formerly known as FOREST GREEN MERCHANTS AND HOMEOWNERS ASSOCIATION, INC.) pursuant to Chapter 617, Florida Statutes, replacing in full those certain Amended and Restated Articles of Incorporation dated February 26, 1997 previously filed with the Secretary of State, Division of Corporations [Document N9700000183]

**The date of adoption of these Amended and Restated Articles of Incorporation was August 8, 2023.** These Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

ARTICLE I

NAME

The name of the Corporation shall be FOREST GREEN 314A HOA, INC. (hereinafter referred to as the "Association" or the "Corporation"). The principal office of the Corporation shall be located at 4540 East Highway 20, Niceville, FL 32578 or such other office as shall be designated by the Corporation from time to time.

ARTICLE II

PURPOSE AND POWERS

The Corporation has been organized for the purpose of owning, leasing, operating, maintaining, managing and administering such property, assets and facilities constituting the common areas of the Forest Green subdivision in Marion County, Florida and such other property assets and facilities as the Association's Board of Directors may from time to time determine are necessary or desirable to meet the needs of the owners of lots in said subdivision. The Corporation shall also have all powers, rights and privileges of a corporation not for profit as provided under the Non-Profit Corporation Law of the State of Florida including but not limited to the powers necessary to implement the rights and duties of the Corporation as set forth in the Declarations of Protective Covenants for Forest Green Subdivision (Phase I and Phase II), recorded at Book 2465, page 109, as to Phase I, and at Book 2967, page 1317, as to Phase II, Marion County, Florida Official Records and as same may be amended or restated from time to time, or as may be required as determined by the Board to provide for the general health and welfare of said lot owners.

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS IN THE CORPORATION

The qualification for being a Member of the Corporation, the manner of admission to membership, termination of such membership and voting rights shall be as follows:

Membership: Only the persons or entities who own a designated lot in the Forest Green subdivision, as shown on the plat of Phase I thereof recorded at Plat Book 4, page 152, Marion County, Florida Official Records, or Phase II thereof, as shown on plat recorded at Plat Book 5, page 193 of said records (a "Lot") shall be a Member of the Association.

Voting Rights: The Corporation shall have one class of Voting Membership whose members shall be the owners of each of the Lots in Phases I and II of the Forest Green Subdivision and shall have one (1) vote for each Lot they own.

Quorum and Voting Authority: Action of the Corporation requiring the approval of Members may be taken upon the affirmative majority vote of the Members present in person or by proxy at a meeting of the Members of the Corporation at which a quorum is present. The presence of Members, in person or by proxy, at a meeting of the Members of the Corporation who are entitled to cast thirty (30%) percent of the votes shall constitute a quorum. Members may also approve any such action by written ballot or by written consent without a meeting to the extent permitted by Florida law.

Termination of Membership: Membership in the Corporation shall continue as long as the Member remains in good standing by paying the fees, costs and expenses charged to each Member. In the event any Member shall fail to pay any fees, costs or expenses due to the Corporation, the Corporation may suspend said person or entity from membership to the extent allowed by applicable law.

Furthermore, membership in the Corporation shall be terminated when the Member no longer owns a Lot. No Lot shall be conveyed or assigned without the simultaneous transfer of membership in the Corporation subject to all rights and obligations of such membership. Membership in the Corporation cannot exist nor can it be sold, conveyed, hypothecated or otherwise transferred except running and coupled with the interest of the owner in the Lot except as may be otherwise permitted by the Bylaws.

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ARTICLE IV

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The name and street address of the registered office and the registered agent is as follows:

Jerome A. Zivan  
4540 East Highway 20  
Niceville, FL 32578

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**ARTICLE VI**

**BOARD OF DIRECTORS**

**Section 1. Management by Directors.** The property, business and affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) persons nor more than five (5) persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

**Section 2. Board of Directors.** The names and addresses of the Board of Directors of the Corporation as of the date hereof, who shall hold office until the next annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
<b><u>Tina Bettner</u></b>	16156 NE 2 <sup>nd</sup> Loop, Silver Springs, FL
<b><u>Melinda Pond</u></b>	16098 NE 2 <sup>nd</sup> St., Silver Springs, FL
<b><u>Larry Hess</u></b>	16167 NE 2 <sup>nd</sup> Loop, Silver Springs, FL

**Section 3. Election of Members of Board of Directors.** Members of the Board shall be elected as provided by the Bylaws. All directors shall be Members of the Association.

**Section 4. Duration of Office.** Members elected to the Board shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

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ARTICLE VII

BYLAWS

The Bylaws of the Corporation shall be as adopted from time to time by the Board of Directors. The Bylaws in effect as of the date hereof may be amended at a regular or special meeting of the Members or by the Board of Directors, by a vote of a majority of a quorum of Members present in person or by proxy at a meeting, or by the vote of a majority of a quorum of Members acting by written consent without a meeting, or by the vote of a majority of a quorum of the Board of Directors.

ARTICLE VIII

INCORPORATOR

The name and address of the person filing the original Amended and Restated Articles of

Incorporation and designated as the Incorporator was:

Charles E. Walters

3002 Southshore Circle

Tallahassee, FL 32312

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation.

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IN WITNESS WHEREOF, the undersigned has executed these Restated and Amended Articles of Incorporation of FOREST GREEN 314A HOA, INC.

Forest Green 314A HOA, Inc.

By:   
Jerome A. Zivan, President

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