

741419

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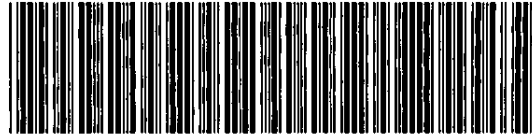
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Proctor  
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OF COUNSEL  
THOMAS K. GALLAGHER

March 30, 2015

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

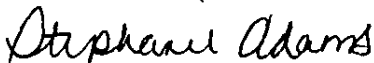
RE: Ridgeway Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the self-addressed stamped envelope enclosed for your convenience. A check (#18049) in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Stephanie Adams  
Legal Assistant  
/sa  
Enclosures

SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

**The Ridgeway Club, Inc.**

f/k/a RIDGEWAY PROPERTY OWNERS ASSOCIATION, INC.  
Charter Number 741419

A Florida Not-For-Profit Corporation

The purpose of these Second Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation originally filed with the Department of State on January 23, 1978, and amended on November 30, 2010 and May 8, 2014.

**ARTICLE I. NAME**

The name of this corporation shall be **The Ridgeway Club, Inc.**, a Florida Not-for-profit Corporation.

**ARTICLE II. OBJECT AND PURPOSE**

The general nature of the objects and purpose of this corporation shall be as follows:

1. To promote, support, facilitate and engage in recreational activities of all descriptions.
2. To provide facilities, services and benefits convenient or necessary to the welfare or comfort of its members and to the conduct of its objects and purposes.
3. To buy, sell, lease, pledge or mortgage real or personal property for the purpose of provision of facilities for the use and enjoyment of the membership, and to enter into contracts of every kind and description with any person, firm or entity, without limitation, to further the aims, objects and purposes of the corporation.
4. To borrow or raise money to further any of the objects or purposes of the corporation, and from time to time without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness and to secure the payment thereof and of the interest thereof, by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired.
5. To do all things and matters necessary, convenient or desirable in carrying out any and all of the aims, objects and purposes of this corporation.

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AND  
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TALLAHASSEE, FLORIDA

The foregoing objects and purposes shall be in no way limited or restricted by reference to or interference from the terms of any clause of this or any other articles of these Articles of Incorporation or any amendment thereto, and shall be regarded as independent, and construed as powers as well as objects and purposes.

This corporation has full authority to exercise and enjoy all powers, rights and privileges granted or conferred upon corporations of a similar type by the laws of Florida now in effect or hereafter enacted and shall have power to do any and all things herein set forth to the same extent as a natural person might or could do.

### **ARTICLE III. MEMBERSHIP**

Membership in the corporation and eligibility of such membership shall be subject to such terms and conditions as are provided in these Articles and the By-laws hereof.

1. Subject to the terms, conditions and limitations as provided in the By-Laws, Membership in the corporation shall be open to all persons owning or residing in a lot or lots in the Ridgway Mobile Home Subdivision, in Martin County, Florida and who have attained the age of 50 years old as of their last birthday.
2. "Limited special exception" membership may be granted only for under 50 year old spouses or care givers on a case-by-case basis.
3. Households having a member or members below the age of 50 and requesting a "limited special exception" membership for those household members will have their request reviewed by and a decision provided by the Board of Directors at the next scheduled Board meeting. In no case will "limited special exception" membership be granted for any individual below the age of 40 years of age.
4. All owners or residents requesting membership will be required to provide age verification. The following documents are considered to be reliable for age verification: birth certificate, drivers' license, passport, immigration card, military identification, or any other state, local, national or international documentation provided it contains current information about the age or birth of the possessor.

### **ARTICLE IV. DURATION**

This corporation shall have perpetual existence.

### **ARTICLE V. PRIVATE PROPERTY**

Private property of members of this corporation shall not be subject to payment of corporate debts of this corporation.

## **ARTICLE VI. MANAGEMENT OF THE CORPORATION**

The corporation shall be managed and operated by the Board of Directors.

## **ARTICLE VII. POWERS OF THE ASSOCIATION**

The powers of the corporation shall include and be governed by the following provisions:

1. The corporation shall have all of the common law and statutory powers of a corporation not for profit not to conflict with the terms of these Articles.
2. The corporation shall have all of the powers and duties set forth below as limited by these Articles and all of the powers and duties reasonably necessary to operate the corporation, including but not limited to the following:
  - a. To accept contributions.
  - b. To use the proceeds of the contributions in the exercise of its powers and duties.
  - c. The maintenance, repair, replacement and operation of all corporate property.
  - d. The purchase of insurance upon all of the corporate property and insurance for the protection of the corporation and its members.
  - e. To make and amend reasonable regulations respecting the use of the property owned, leased or controlled by the corporation, provided, however, that all such regulations and their amendments shall be approved by the Board of Directors.
  - f. To enforce by legal means the provisions of these Articles, the By-laws of the corporation and the regulations for the use of the property owned, controlled or leased by the corporation.
3. All funds and the title of all properties acquired by the corporation and their proceeds shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation, and the By-laws.
4. The powers of the corporation shall be subject to and shall be exercised in accordance with the provisions of the By-laws.

#### **ARTICLE VIII. AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority of the members in good standing present, in person or by proxy. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-laws of intention to submit such amendments.

#### **ARTICLE IX. ANNUAL MEETING**

The annual meeting of the corporation shall be held at such time and place as may be designated in the By-laws.

#### **ARTICLE X. BOARD**

This corporation had eight (8) directors initially. Thereafter, the number of directors will be determined in the manner provided in the By-Laws and may be either increased or decreased from time to time in the manner provided in the By-laws but shall never be less than three.

#### **ARTICLE XI. BY-LAWS**

The By-laws of this corporation shall be made, altered or rescinded in the manner provided in the By-Laws.

#### **ARTICLE XII. INITIAL OFFICERS**

This corporation shall have a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.

#### **ARTICLE XIII. REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation and the name of the ~~initial~~ registered agent of this corporation at that address will be determined by the Board of Directors from time to time.

These Second Amended and Restated Articles of Incorporation were approved by a majority of the Members in good standing present, in person or by proxy, at the meeting of the Members held on March 25th, 2015, which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this 24 day of march, 2015.

WITNESS AS TO PRESIDENT:

Peggy Legault

Printed Name: Peggy Legault

James F. Bowen

Printed Name: James F. Bowen

STATE OF FLORIDA

COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 26, 2015, by Barbara Schultz, as President of The Ridgeway Club, Inc. [ ☒ who is personally known to me, or [ ☐ ] who has produced identification [Type of Identification: \_\_\_\_\_].



James F. Bowen  
Notary Public

WITNESSES AS TO SECRETARY:

Barbara Schultz

Printed Name: Barbara Schultz

James F. Bowen

Printed Name: James F. Bowen

The Ridgeway Club, Inc.

By: Peggy Legault

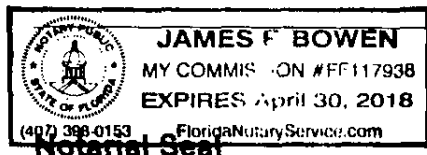
Peggy Legault, Secretary

**CORPORATE  
SEAL**

STATE OF FLORIDA

COUNTY OF Martin

The foregoing instrument was acknowledged before me on March 26, 2015, by Peggy Legault, as Secretary of The Ridgeway Club, Inc. [ ☒ who is personally known to me, or [ ☐ ] who has produced identification [Type of Identification: \_\_\_\_\_].



James F. Bowen  
Notary Public