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R. WHITE

TALLAHASSEE, FLORIDA

15 SEP 25 PM 2:50

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 4, 2015

JENNIFER L DALY ESQ.
456 S TAMiami TrL.
OSPREY, FL 34229

SUBJECT: RIVER FOREST CIVIC ASSOCIATION, INC.
Ref. Number: N05981

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

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 815A00018806

HILL LAW FIRM

Cindy A. Hill, Esq.

Jennifer L. Daly, Esq.

456 S. Tamiami Trail
Osprey, FL 34229

www.hill-lawpa.com

Telephone: (941) 244-0098

Facsimile: (941) 244-0548

Adam M. Bragg, Esq., of Counsel

Daniel C. Guarnieri, Esq., of Counsel

September 23, 2015

Via: US Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: River Forest Civic Association/Amended and Restated Articles of Incorporation

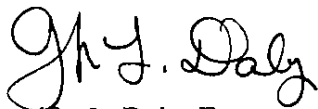
Dear Representative:

We are in receipt of your letter dated September 4, 2015 and in response please find enclosed the Amended and Restated Articles of Incorporation. Please note in the enclosed copy of the Certificate of Recordation recorded in the Official Records of Sarasota County, it indicates that the Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Additionally, also indicated on the Certificate of Recordation, the Amended and Restated Articles of Incorporation were adopted on July 25, 2015 and became effective on August 24, 2015.

If you have any questions regarding this matter, please feel free to contact me at your earliest convenience.

Sincerely,



Jennifer L. Daly, Esq.
For the Firm

Enclosures

RECEIVED
15 SEP 25 PM 1:55

This instrument prepared by:
Hill Law Firm, P.A.
456 S. Tamiami Trail
Osprey, FL 34229

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2015105662 16 PGS
August 24, 2015 04:28:39 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL




**CERTIFICATE OF RECORDATION
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RIVER FOREST CIVIC ASSOCIATION, INC.
AND
AMENDED AND RESTATED
BYLAWS OF RIVER FOREST CIVIC ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT the attached Amended and Restated Articles of Incorporation of River Forest Civic Association and Amended and Restated Bylaws of River Forest Civic Association were duly adopted in the manner provided in the Homeowners Association documents at the board meeting held JULY 25, 2015.


The Amended and Restated Articles of Incorporation of River Forest Civic Association and the Amended and Restated Bylaws of River Forest Civic Association are attached hereto. All previous site plans of record are incorporated by reference.

IN WITNESS WHEREOF, we have affixed our hands this 10TH day of AUGUST, 2015, in Sarasota County, Florida.

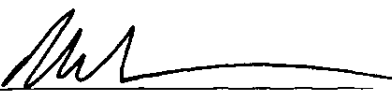


Witness Signature

RIVER FOREST CIVIC
ASSOCIATION, INC.



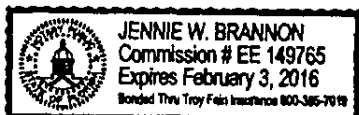
Printed Name

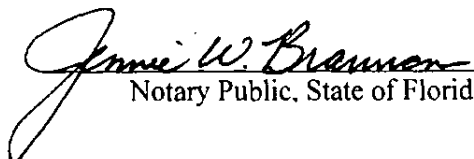
By: 

Robert Coleman, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of August, 2015, by Robert Coleman, as President of River Forest Civic Association, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced _____ as identification.





Notary Public, State of Florida

Christopher Ross
Witness Signature

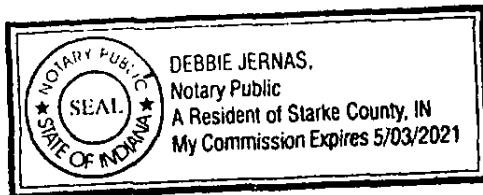
Christopher Ross
Printed Name

Lorraine Less
Attest: Lorraine Less, Secretary

STATE OF Indiana

COUNTY OF Starke

The foregoing instrument was acknowledged before me this 15th day of August 2015, by Lorraine Less, as Secretary of River Forest Civic Association, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced Drivers License as identification



Debbie Jernas
Notary Public, State of IN

This instrument prepared by:
Jennifer L. Daly, Esq.
Hill Law Firm, P.A.
456 S. Tamiami Trail
Osprey, FL 34229

15 SEP 25 PM 2:50

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RIVER FOREST CIVIC ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, RIVER FOREST CIVIC ASSOCIATION was formed by the recording of the Petition for Corporate Charter ("Corporate Charter") that was submitted on June 2, 1959 to the Twelfth Judicial Circuit for Sarasota County, Florida.

These are the Amended and Restated Articles of Incorporation of River Forest Civic Association, Inc. River Forest Civic Association, Inc. has been organized pursuant to Chapter 617, Florida Statutes, for the maintenance, operation, and management of the River Forest Civic Association, located in Sarasota County, Florida.

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of River Forest Civic Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Articles of Incorporation of River Forest Civic Association, Inc. ("Articles of Incorporation").

This is a substantial rewording of the Articles of Incorporation. See original Articles of Incorporation text and prior amendments for text that is amended by this document.

I. NAME

The name of the corporation shall be RIVER FOREST CIVIC ASSOCIATION, INC., hereinafter referred to as "the Association."

II. GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Association known as River Forest Civic Association, located in Sarasota County, Florida, and to perform all acts provided in the Articles of said Association, originally submitted on June 2, 1959 to the Twelfth Judicial Circuit for Sarasota County, Florida and pursuant to Chapter 617, Florida Statutes as amended.

III. POWERS

A. The Association by and through its Board of Directors ("Board") shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Condominium Act and the Declaration and Bylaws, including, but not limited to the following:

1. To make, amend and collect annual and special assessments against members as lot owners to defray the cost, expenses and losses of the Association.

2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Association property, which right shall include the repair or replacement of any of the common elements therein, or accessible therein or there from, or for making an emergency repair therein, that may be necessary to prevent damage to the common elements.
4. To purchase insurance upon the Association property and insurance for the protection of the Association and its members as lot owners.
5. To reconstruct any improvements after casualty and to further improve the property.
6. To make and amend reasonable rules and regulations regulating the use of the Association property.
7. To enforce by legal means the provisions of the Florida Statutes, Chapter 617, these Articles of Incorporation, Bylaws, and the rules and regulation for the use of the Association's property.
8. To contract for the management, operation and administration of the Association and to delegate to such contractor all powers and duties of the Association, except as specifically required by the Declaration to be performed by or have the approval of the Board or the membership of the Association.
9. To employ personnel for reasonable compensation to perform the services as required for the proper administration of the purposes of the Association.
10. To pay taxes and assessments which are liens against any part of the property owned by the Association.
11. To enter into agreements for construction of recreation facilities, buildings, and other amenities or facilities for the benefit of the members and to borrow money for the purpose of carrying out such construction, and to mortgage, lease or otherwise provide security for the repayment of said funds.
12. In the event of a structural and safety emergency, the Board may exercise any emergency powers authorized by the provisions of Sections 617.0207 and 617.0303, Florida Statutes, all as amended from time to time.

IV. MEMBERS

Any River Forest Subdivision homeowner subscribing to the purpose of the Association, over the age of eighteen (18) or married shall be eligible for membership upon the payment of such dues prescribed by the Board of Directors in accordance with the Association's Bylaws.

V. VOTING RIGHTS

Each Association lot shall be entitled to one vote at Association meetings, as provided in the Bylaws, notwithstanding that the same owner may own more than one lot. The manner of exercising voting rights shall be determined by the Bylaws.

VI. EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

VII. REGISTERED OFFICE AND REGISTERED AGENT

The office of the Association is located at 456 S. Tamiami Trail, Osprey, Florida 34229. The Association's Registered Agent is currently Hill Law Firm, P.A., 456 S. Tamiami Trail, Osprey, Florida 34229. The Board may change the Association's registered agent and office in the manner provided by law.

VIII. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of a number of directors determined by the Board, but not less than three (3) directors nor more than nine (9) directors.

Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws and by Florida Statutes, Chapter 617.

IX. OFFICERS

The affairs of the Association will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Association, and shall serve at the pleasure of the Board.

X. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses, liabilities, and settlements, including attorney's fees reasonably incurred by or imposed upon him in connection with any legal or administrative proceeding to which he may become involved by reason of him being or having been a director or officer of the Association, whether or not he is a director or officer at the time of the expenses, unless the director or officer is adjudged by a Florida court of competent jurisdiction to have committed gross negligence, fraud, willful misfeasance and/or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all right of indemnification to which such director or officer may be entitled whether by statute, by common law, or otherwise.

The Association may also elect to indemnify any committee member or other appointee or volunteer if it believes such indemnification shall be in the best interests of the Association and the membership. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

XI. BYLAWS

The Bylaws of the Association may be amended, altered or rescinded by the Board in the manner provided by for in the Bylaws.

XII. SUBSCRIBERS

The names and street addresses of the original subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Walter R. H. Sherman	2224 Wason Road Sarasota, Florida
C. Baxter Hammond	2149 Wason Road Sarasota, Florida
Robert T. Wallace	2213 Wason Road Sarasota, Florida
B. A. Martin	2212 Wason Road Sarasota, Florida
Carl F. Lemintzer	5226 Palos Verdes Drive Sarasota, Florida

XIII. AMENDMENTS

The Association may amend any provisions contained in these Articles of Incorporation by majority vote of the Board of Directors and all rights conferred upon the members herein are granted subject to this reservation. No amendment shall be made which is in conflict with the Florida Statutes.

[SEE CERTIFICATE FOR SIGNATURE PAGE]

The date of each amendment(s) adoption: July 25 2015, if other than the date this document was signed.


Effective date if applicable: August 24 2015
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated AUGUST 24, 2015

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ROBERT W. COLEMAN
(Typed or printed name of person signing)

PRESIDENT, RIVER FOREST CIVIC ASSOCIATION, INC.
(Title of person signing)