

# NO9314

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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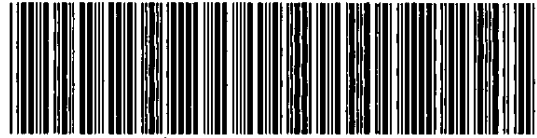
(Business Entity Name)

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*Amended  
& Restated*

04/09/10--01015--003 \*\*43.75

**FILED**  
2010 APR 30 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR  
5/3/10*

*\*00789, 00611, 00671*

**LAW OFFICES OF  
CIANFRONE & De FURIO**  
*A Partnership of Professional Associations*

Joseph R. Cianfrone, P.A.  
James R. De Furio, P.A.

1964 Bayshore Boulevard  
Dunedin, Florida 34698

(727) 738-1100  
(727) 733-2154  
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Stephan C. Nikoloff, Esq.  
Tiffany A. Grant, Esq.  
Allison J. Brandt, Esq.

April 5, 2010

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Amendment to Articles of Incorporation  
Forestwood Association, Inc.**

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation for Forestwood Association, Inc., along with a check in the amount of \$43.75 for the filing fees and certified copy cost. An extra copy of the document is enclosed for certification.

Thank you for your attention to this matter.

If you have any questions, please call.

Sincerely,

JOSEPH R. CIANFRONE, P.A.

  
Joseph R. Cianfrone

JRC:dmc  
Enclosures

cc: Forestwood Association, Inc. (w/o Enclosures)

**LAW OFFICES OF  
CIANFRONE & De FURIO**  
*A Partnership of Professional Associations*  
1964 Bayshore Boulevard, Suite A  
Dunedin, Florida 34698

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Stephan C. Nikoloff, Esq.  
Tiffany A. Grant, Esq.  
Allison J. Brandt, Esq.

April 27, 2010

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Amendment to Articles of Incorporation  
Forestwood Association, Inc.**

Dear Sir or Madam:

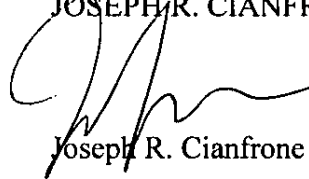
Pursuant to the Division's Letter Number 810A00008916, enclosed please find Articles of Amendment to the Articles of Incorporation for Forestwood Association, Inc., along with an extra copy of the document for certification.

The Division is holding our a check in the amount of \$43.75 for the filing fees and certified copy cost.

If you have any questions, please call.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

RECEIVED  
APR 30 AM 8:00  
CORPORATION DIVISION  
TALLAHASSEE FLORIDA  
JRC:mc  
Enclosures

cc: Forestwood Association, Inc. (w/o Enclosures)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 13, 2010

Joseph R. Cianfrone, P.A.  
Law Office of Cianfrone & De Furio  
1964 Bayshore Boulevard  
Dunedin, FL 34698

SUBJECT: FORESTWOOD ASSOCIATION, INC.  
Ref. Number: N09314

We have received your document for FORESTWOOD ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 810A00008916

PREPARED BY AND RETURN TO:  
JOSEPH R. CIANFRONE, ESQUIRE  
JOSEPH R. CIANFRONE, P.A.  
1964 Bayshore Boulevard  
Dunedin, FL 34698

**FILED**  
2010 APR 30 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT  
AS TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FORESTWOOD ASSOCIATION, INC.**

WE HEREBY CERTIFY THAT by the approval of two-thirds (2/3) of the members of the Association, the Amended and Restated Articles of Incorporation of Forestwood Association, Inc., attached hereto as Exhibit "A", were adopted by the members.

IN WITNESS WHEREOF, we have affixed our hands this 27 day of MARCH, 2010, at Pinellas County, Florida.

(SEAL)

FORESTWOOD ASSOCIATION, INC.

Witnesses:



Signature  
Evan B. Rich

Printed Name  
Ann Hayes

Signature  
Ann Hayes

Printed Name

By: Charles E. Menke  
CHARLES E. MENKE President

ATTEST:

ATTEST:  
By: Lorraine T. Walo  
LORRAINE T. WALO, Secretary

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 27 day of MARCH, 2010, by CHARLES E. MENKE, President and \_\_\_\_\_, Secretary of Forestwood Association, Inc., a Florida not for profit corporation, on behalf of the corporation. They took an oath, and are personally known to me or have produced N/A as identification to be the President and Secretary of the corporation executing the foregoing instrument, and they acknowledged executing the same voluntarily under the authority duly vested in them by said corporation. If no type of identification is indicated, the above-named persons are personally known to me.

*Marney Miller Myers*  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires: 5-28-2011



**AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR  
FORESTWOOD ASSOCIATION, INC.**

THE AMENDED AND RESTATED ARTICLES OF INCORPORATION for Forestwood Association, Inc., a not for profit corporation, were duly adopted by not less than two-thirds of the members at a meeting on 9<sup>th</sup> day of November, 2009.

ARTICLE I

Name

The name of this corporation is FORESTWOOD ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 8234 Long Branch Drive, Port Richey, Florida 34668. Helen Kelley, who maintains a business office c/o Creative Management, 6014 US Hwy 19 N., Suite 504, New Port Richey, Florida, 34652, is hereby appointed the Registered Agent of the Association. The Board of Directors as provided by law may change both the Association's Registered Office and Registered Agent from time to time.

ARTICLE III

Purpose

Section 1. General. The Association is organized to promote the health, safety, and general welfare of the residents within all or any portion of the development known as "Forestwood", and located in Pasco County, Florida. This Association's purposes include, without limitation, provision for the maintenance, preservation, and architectural control of the residence Lots and Common Areas now or thereafter created with the Forestwood Community.

Section 2. Distributions. The Association shall make no distributions of income to its members, directors or officers.

## ARTICLE IV

### Powers

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles or the Declaration.

Section. 2. Declaration Powers. The Association shall have all of the powers and duties set forth in the Declaration of Covenants and Restrictions (the "Declaration") for Forestwood and all other rights, powers and privileges reasonably necessary or convenient to perform the functions of Association or exercise any of the Association's powers as set forth in the Declaration, as the same may be amended from time.

Without limitation, this Association is empowered to:

(A) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the Declaration's provisions in its own name.

(B) Property. Acquire, own, improve, manage, operate, maintain, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs.

(C) Assessments. The irrevocable power to fix, levy, collect and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(D) Common Area Maintenance. Maintain, repair and replace the Common Areas and other areas of the property and to reconstruct improvements after casualty, and to make further improvements to the Common Areas, as provided in the Declaration.

(E) Insurance. Purchase insurance on the Common Areas and insurance for the protection of the Association, its directors, officers, and members.

(F) Costs. Pay all costs, expenses, and obligations properly incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(G) Borrowings. Borrow money for the purpose of operating, maintaining, or improving the Property.

(H) Dedications. With the approval of two-thirds (2/3) of the members, dedicate, sell, or transfer all or any part of its property to any public agency, authorized utility, for such purposes, and subject to such conditions, as the members determine.

(I) Regulations. From time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Lots and the Common Area, and enforce the rules and regulations consistent with the rights and duties established by the Declaration.



(J) Lot Maintenance. Cause the exteriors of certain residence Lots to be maintained, under the limited circumstances, and in the manner provided in the Declaration.

(K) Services. Contract with others to furnish services or materials, including insurance coverage, building maintenance, termite and pest control, to all or any number of Lots; provided however, (i) only those Lots whose Owners have requested such services shall be assessed for their costs; and (ii) each such Owner's prior written consent is obtained.

## ARTICLE V

### Membership

Every person who from time to time holds the record fee simple title, or any recorded undivided fee simple interest to any Lot is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot. Membership may not be transferred except by transfer of record title to such Lot.

## ARTICLE VI

### Voting Rights

There shall be one vote per Lot whenever a vote of the members is required by the Declaration of Covenants and Restrictions, the Articles of Incorporation, By-Laws or relevant Statute.

## ARTICLE VII

### Board of Directors

Section 1. Number and Term. A Board of Directors manages the Association's affairs. The Board may not be less than three or more than nine members. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election. All Directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast a vote for as many candidates as there are vacancies. The candidate(s) receiving the highest number of votes will fill the vacancies on the Board. Cumulative voting is not permitted.

## ARTICLE VIII

### Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors and the officers shall serve at the pleasure of the Board of Directors.

## ARTICLE IX

### Duration

The Association exists perpetually.

## ARTICLE X

### By-Laws

This Association's By-Laws may be amended from time to time as prescribed in the By-Laws.

## ARTICLE XI

### Amendments

Amendments to these Articles must be approved by not less than two-thirds (2/3) of the members present in person or by proxy at a meeting of the Association.

## ARTICLE XII

### Interpretation

Reference is made to the terms and provisions of the Declaration and the By-Laws where necessary to interpret, construe and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the law of the State of Florida, the undersigned have executed these Articles of Incorporation this 27 day of MARCH, 2010.

FORESTWOOD ASSOCIATION, INC.  
A Florida Not For Profit Corporation

[Signature]  
Witness Signature  
EVAN B. RICH  
Witness Printed Name

By: [Signature]  
CHARLES E. MENKE, President  
Printed Name

[Signature]  
Witness Signature  
ANN HAYES  
Witness Printed Name

ATTEST:

By: [Signature]  
LORRAINE T. WALO, Secretary  
Printed Name

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 27 day of MARCH, 2010, by CHARLES E. MENKE, as President and LORRAINE T. WALO as Secretary of Forestwood Association, Inc, a Florida not for profit corporation, on behalf of the corporation. They are personally known to me or have produced N/A as identification.

[Signature]  
Notary Public  
State of Florida

My Commission Expires: 5-28-2011




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

FORESTWOOD ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation, and the address of its registered agent as:

Helen Kelley  
c/o Creative Management  
6014 US Hwy 19 N., Suite 504  
New Port Richey, Florida 34652

**ACCEPTANCE**

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Chapter 617, Florida Statutes, relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Helen Kelley

4/22/10  
\_\_\_\_\_  
Date