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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BROOK RIDGE HOMEOWNERS ASSOCIATION, INC.**

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR

BROOKRIDGE HOMEOWNERS ASSOCIATION, INC.

Brookridge Homeowners Association, Inc., a Florida not-for-profit corporation, hereby amends and restates its Articles of Incorporation and certifies that:

1. The name of the corporation is Brookridge Homeowners Association, Inc., a Florida not-for-profit corporation.

2. This restatement also contains amendments to the original Articles of Incorporation which require member approval.

3. These Amended and Restated Articles of Incorporation were approved and adopted by the members of the corporation on January 17, 2017. The number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for approval.

4. The Articles of Incorporation for Brookridge Homeowners Association, Inc., are hereby amended and restated to read as follows:

ARTICLE I

NAME

The name of this Corporation is: Brookridge Homeowners Association, Inc. hereinafter "the Corporation".

ARTICLE II

PURPOSES AND POWERS

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to the Members thereof and the specific primary purposes for which it is formed are to provide for maintenance, preservation, control, and operation of certain property (usually referred to as "common areas") within Tract 7 of RIVER WILDERNESS PHASE I, a subdivision recorded in Plat Book 22, Pages 80 through 94, of the Public Records of Manatee County, Florida said Tract 7 being comprised of residential dwelling units commonly referred to as patio homes within said subdivision, and such additions thereto in the surrounding areas as may be added thereto; and to otherwise promote the health, safety and welfare and to enhance the civic, social and recreational interests of its Members; and to carry out the duties and obligations and receive the benefits given the Corporation under the DECLARATION OF RESTRICTIONS AND PROTECTIVE COVENANTS FOR TRACT 7, RIVER WILDERNESS PHASE I, recorded in Official Records Book 1164, commencing at Page 2830, of the Public Records of Manatee County, Florida (the "Declaration").

In furtherance of these purposes, this Corporation shall have all the common law and statutory powers of a Corporation which are not in conflict with the terms of these Articles or prohibited by Statute, including all powers reasonably necessary to fulfill the above purposes, and specifically including the power to make and collect assessments against Members in accordance with the By-Laws in order to fulfill such purposes.

All funds and title of all properties acquired by the Corporation and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of these Articles and the By-Laws of the Corporation.

ARTICLE III NON-PROFIT

The Corporation shall not exist or be operated for pecuniary gain or profit, direct or indirect, and no part of the net earnings of the Corporation or the net assets upon liquidation shall inure to the benefit of any Member. The Corporation may, however, reimburse its Members for actual expenses incurred for or on behalf of the Corporation, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Corporation, as permitted by law.

ARTICLE IV MEMBERSHIP

Each person or entity who is a record owner of fee simple title to a site (as defined in the Declaration) within RIVER WILDERNESS PHASE I shall be a Member of the Corporation, provided that any such person or entity who holds such an interest merely as security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject to assessment by the Corporation. Each Member of this Corporation is also automatically, by reason of his or her ownership of a site within RIVER WILDERNESS PHASE I, a member of RIVER WILDERNESS OF BRADENTON FOUNDATION, INC., a separate not for profit Florida Corporation established pursuant to that certain DECLARATION AND GENERAL PROTECTIVE COVENANTS document, recorded in Official Records Book 1100, Pages 3266 through 3290, of the Public Records of Manatee County, Florida.

ARTICLE V VOTING RIGHTS

The owners of each site shall be entitled to one (1) vote regardless of the number of persons who may have an ownership interest therein or the manner in which title is held by them. The manner in which the voting Member is designated and the voting rights of each Member shall be set forth in the By-Laws.

ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors, who must be Members of the Corporation. The Board of Directors shall consist of three (3) directors.

Directors shall be natural persons over the age of eighteen (18). The manner of election of the Directors, as well as removal of Directors and filling of vacancies on the Board, shall be as regulated by the By-Laws.

The Board of Directors may elect officers from among the Board's members, and the officers of the Corporation shall be the President, one or more Vice-Presidents, and a Secretary and such other officers and assistant officers as may be decided upon and elected by the Board. Officers shall be natural persons over the age of eighteen (18), and shall serve at the will of the Board. The election, removal and filling of vacancies shall be as regulated by the By-Laws. The same person may hold two offices, the duties of which are not incompatible, provided however the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. The term of each office shall be one (1) year.

ARTICLE VII
BY-LAWS

The By-Laws of the Corporation may be altered, amended or rescinded as provided in the By-Laws.

ARTICLE VIII
TERM OF EXISTENCE

This Corporation shall exist perpetually, and its existence shall commence upon the filing of these Articles with the Florida Secretary of State.

ARTICLE IX
INDEMNIFICATION

Every Director and Officer of the Corporation shall be indemnified by the Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interests of the Corporation.

ARTICLE X

DISSOLUTION

This Corporation may be dissolved only with the assent given in writing and signed by the Members entitled to cast 2/3rd of the votes of the membership. Written notice of a proposal to dissolve setting forth the reasons therefore and the disposition to be made of the assets (which shall be consistent with Article XI hereof) shall be mailed to each Member at least 60 days in advance of any action taken.

ARTICLE XI

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit Corporation, association, trust or other organization to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. The recipient organization must, in order for the transfer to be valid, accept the duties and obligations previously imposed on the Corporation by Manatee County or by the Southwest Florida Water Management District as to the maintenance of assets. However, no disposition of corporate property shall be effective to divest or diminish any right or title of any Member invested in him under the recorded covenants and deeds applicable to the properties unless made in accordance with provisions of such covenants and deeds.

ARTICLE XII

AMENDMENTS

These Articles may be amended as follows, subject to the restrictions set forth:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any membership meeting at which such proposed amendment is considered.

(b) Each amendment must be approved by a majority vote of the Members.

(c) No amendment shall be effective which impairs or dilutes any rights of Members that are governed by any recorded declaration of covenants, conditions and restrictions applicable to the properties which are part of the property interests created thereby.

WHEREFORE, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by its undersigned officer this 22nd day of February, 2017.

BROOKRIDGE HOMEOWNERS ASSOCIATION, INC.

By: George McKeithen
George McKeithen
its: President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 22nd day of February, 2017, by George McKeithen, the President, of Brookridge Homeowners Association, Inc., who is personally known to me or produced PK as identification and did not take an oath.

Kathryn E. Simek
Notary Public
Notary Seal: Kathryn E. Simek

