

N22570

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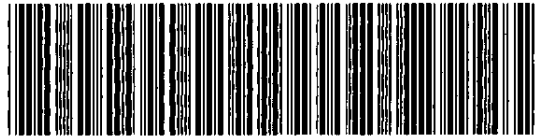
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121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134
Phone: (305) 262-4433 Fax: (305) 442-2232

ADMINISTRATIVE OFFICE
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
954.987.7550

WWW.BECKER-POLIAKOFF.COM
BP@BECKER-POLIAKOFF.COM

February 2, 2010

Reply To:
Coral Gables
Lilliana M. Farinas-Sabogal, Esq.
Direct dial: (305) 351-1077
LFarinas@becker-poliakoff.com

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Amendment to Articles of Incorporation

Dear Sir/Madam:

FLORIDA OFFICES
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HOLLYWOOD
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MELBOURNE*
MIAMI
NAPLES
ORLANDO
PORT ST. LUCIE
SARASOTA
TALLAHASSEE
TAMPA BAY
WEST PALM BEACH

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Country Ridge Estates Homeowners Association, Inc., as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

Sincerely,

Lilliana M. Farinas-Sabogal
For the Firm

LMF/as
Enclosure

ACTIVE: C10933/110895:2869518_1

U.S. & GLOBAL OFFICES
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* by appointment only

This instrument was prepared by:
LILLIANA M. FARINAS-SABOGAL, ESQUIRE
BECKER & POLIAKOFF, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 FEB -5 AM 9:59

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COUNTRY RIDGE ESTATES HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the Certificate of Incorporation of Country Ridge Estates Homeowners Association, Inc. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 18th day of September, 1987; and

WHEREAS, at a duly adjourned special meeting of the membership of the Association held on November 4, 2009, the Amended and Restated Articles of Incorporation as set out in Exhibit "A" hereto were adopted by a vote of the membership in excess of that required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the Amended and Restated Articles of Incorporation as set forth in Exhibit "A" attached hereto and incorporated herein is a true and correct copy of the Amended and Restated Articles of Incorporation as approved by the membership of the Association as set forth above.

WITNESS my signature hereto this 26th day of January, 2010 at Miami-Dade, Florida.

**COUNTRY RIDGE ESTATES HOMEOWNERS
ASSOCIATION, INC.**

Mercedes C. Keen
Witness Mercedes C. Keen

BY: Kathy Spinella
Kathy Spinella, President

Witness
Doris D. Meneses
Witness Doris D. Meneses

PRINT: DEBORAH JORDAN (Seal)
ATTEST: [Signature]

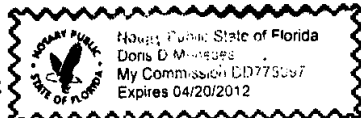
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 26th day of January, 2010 by Kathy Spinella, the President of Country Ridge Estates Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced (N/A) as identification and who did/did not take an oath.

[Signature] (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:



Doris D. Meneses

PLEASE PRINT OR TYPE NOTARY SIGNATURE

**PROPOSED AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COUNTRY RIDGE ESTATES HOMEOWNER'S ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION .
SEE CURRENT AMENDED AND RESTATED ARTICLES
OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for COUNTRY RIDGE ESTATES HOMEOWNER'S ASSOCIATION, INC., originally filed with the Florida Department of State the 18^h day of September, 1987 under Charter Number N22570. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapters 617 and 720, Florida Statutes.

1. **NAME.** The name of the corporation shall be Country Ridge Estates Homeowner's Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation", the Declaration of Restrictions and Protective Covenants as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

2. **PURPOSE.** The purpose for which the Corporation is organized is to serve as a "Homeowners' Association" as described in Section 720.301, Florida Statutes, including but not limited to the power to operate, administer, and manage the Common Areas in Country Ridge Estates in accordance with the Declaration of Restrictions and Protective Covenants for Country Ridge Estates and other Governing Documents for Country Ridge Estates, and to provide for the architectural control and the administration and enforcement of covenants and restrictions applicable to the Parcels in Country Ridge Estates.

3. **DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the original Declaration of Restrictions and Protective Covenants for Country Ridge Estates as recorded in Official Records Book 13364 at Page 1780 *et seq.*, of the Public Records of Miami Dade County, Florida, and as subsequently amended from time to time, unless herein provided to the contrary, or unless the context otherwise requires.

4. **POWERS** The powers of the Corporation shall include and be governed by the following:

4.1 **General.** The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, these Articles, the Bylaws or prohibited by law.

4.2 Enumeration. The Corporation shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, as amended from time to time, except as they may be limited by the Declaration and as it may be amended from time to time, these Articles and as they may be amended from time to time, and the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Owners of Dwellings or homes or Lots within Country Ridge Estates, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Corporation.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Corporation property and other property acquired or leased by the Corporation for use by Owners.

4.2.4 To purchase insurance upon the Corporation's property and insurance for the protection of the Corporation, its officers, Directors, and Members.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Corporation property, the Common Areas and for the health, comfort, safety and welfare of the Owners.

4.2.6 To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations.

4.2.7 To contract for the management of the Corporation and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

4.2.8 To employ personnel to perform the services required for proper operation of the Corporation.

4.3 Corporation property. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Corporation shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS AND VOTING The qualification of Members, the manner of their admission to membership and voting by Members shall be as follows:

5.1 Members. The membership of the Corporation shall be comprised of the Owner Members. Membership shall be established as follows:

5.1.1 Owner Members.

The Owner of every Lot shall become an Owner Member upon recordation in the Public Records of an instrument establishing the ownership by said Owner of such Lot, provided that any person or entity who holds an ownership interest merely as security for the performance of an obligation shall not be a Member. Each such Owner shall notify this Corporation of said recordation within thirty (30) days thereof and shall transmit to the Corporation true copies of such instrument.

5.2 Voting Rights. The voting rights of the Members shall be as follows:

5.2.1 Number of Votes. Each Member shall possess one vote for each Lot owned by such Member. If more than one person owns a given Lot, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

5.3 Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Governing Documents.

6. TERM OF EXISTENCE. The Corporation shall have perpetual existence.

7. OFFICERS. The affairs of the Corporation shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. A

majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

8.2 Duties and powers. All of the duties and powers of the Corporation existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to members when such approval is specifically required.

8.3 Election; removal. Directors of the Corporation 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 of Directors shall be filled in the manner provided by the Bylaws. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of members and thereafter until qualified successors are duly elected and have taken office.

9. BYLAWS. The Bylaws of this Corporation may be altered, amended or replaced in the manner provided in the Bylaws.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Method of proposal. A resolution for the adoption of a proposed amendment may be proposed either by the President of the Association, a majority of the Directors, or by not less than twenty-five percent (25%) of the voting interests of the Corporation.

10.2 Notice. The subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.3 Adoption. An amendment so proposed must be approved by a majority of the voting interests of the Corporation, present, in person or by proxy, and voting at a duly noticed meeting of the Association at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami Dade County, Florida.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.
The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.