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Amended And Retained Act

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APR 15 2013

T. ROBERTS

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hunters Ridge Community Association Inc

Signature _____

Requested by: SETH

04/15/13

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____ Courier _____

Prepared by:
Christopher N. Davies, Esquire
COHEN & GRIGSBY, P.C.
Mercato - Suite 6200
9110 Strada Place
Naples, Florida 34108-2938

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HUNTERS RIDGE COMMUNITY ASSOCIATION, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Hunters Ridge Community Association, Inc., a Florida corporation not for profit, which was originally incorporated on May 20, 1988, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporations's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Hunters Ridge Community Association, Inc. shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association," is Hunters Ridge Community Association, Inc., and its address is 12500 Hunters Ridge Drive, Bonita Springs, Florida 34135.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity for the operation of Hunters Ridge, a residential golf course and country club community, located in Lee County, Florida. The Association is organized and shall exist on a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Second Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Hunters Ridge, the Bylaws or the Florida Homeowners' Association Act, Chapter 720, Florida Statutes; and it shall have all of the powers and duties reasonably necessary to operate Hunters Ridge pursuant to said Declaration and Bylaws as same may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the property.

- (C) To purchase insurance upon the property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the Country Club Facility, golf course, and sewer treatment plant, and the operation of the Association.
- (F) To enforce the provisions of the Declaration, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (H) To employ accountants, attorneys, and other professional personnel to perform the services required for proper operation of the Association.
- (I) To borrow money, and with the consent of a majority of a quorum of the members present in person or by proxy at a meeting called for said purpose, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (J) To hold, lease or sell any properties of the Association acquired by the foreclosure process.

All funds and the title to all properties acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

The Association shall be responsible for the operation and maintenance of the Common Areas, which said term shall specifically include, but not be limited to, the Storm Water Management System and storm drainage, which includes all lakes, retention areas, landscaping, buffering, conservation easements and areas, culverts, and all related appurtenances.

In the event the Association should be dissolved, all property constituting the Storm Water Management System will be conveyed or dedicated to an appropriate governmental agency or dedicated to a similar non-for-profit corporation or organization so as to assure the continued maintenance of said Storm Water Management System in perpetuity.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more parcels or units within Hunters Ridge, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of seven (7) Directors or such other number subsequently established by the Board of Directors. At least two-thirds (2/3) of the Board shall consist of Golf Members and/or Charter Members who have elected to be Golf Members.
- (B) Directors of the Association shall be elected by 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition signed by at least ten percent (10%) of the voting interests.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two thirds (2/3) of the voting interests voting in person or by proxy at any annual or special meeting, provided that at least fourteen (14) days notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, officer and volunteer of the Association against all expenses and liabilities, including attorney's fees and paraprofessional fees at trial and upon appeal, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) whether civil, criminal, administrative or investigative to which he or she may be a party because of his or her being or having been a Director, officer or volunteer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the person seeking indemnification derived an improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

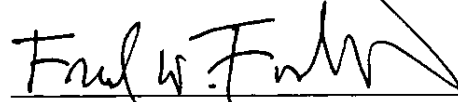
In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

CERTIFICATE

The undersigned, being the duly elected and acting President and Secretary of Hunters Ridge Community Association, Inc., hereby certify that the foregoing were duly proposed by at least a majority of the entire membership of the Board of Directors at a meeting called for the purpose and held on the 30th day of November, 2012. The undersigned further certify that the foregoing were approved by at least two-thirds (2/3) of the qualified voting members at the Annual Meeting on the 18th day of January, 2013, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote is sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 27th day of February, 2013.

HUNTERS RIDGE COMMUNITY
ASSOCIATION, INC.


Fred Forbes, President

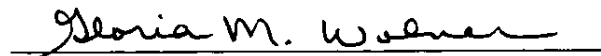
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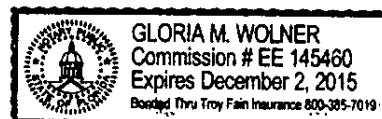
(SEAL)


Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this 27th day of February, 2013, by Fred Forbes, President and Secretary, respectively, of Hunters Ridge Community Association, Inc., a Florida corporation not for profit, on behalf of the corporation. Fred Forbes is personally known to me or did produce _____ as identification, and did not take an oath.


Notary Public
My Commission Expires: 12/2/15
(SEAL)



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ARTICLES OF INCORPORATION