

N32505

WILDERNESS HOA, INC.
C/O AMG
101 Park Place Blvd., Suite 2
Kissimmee, FL 34741

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

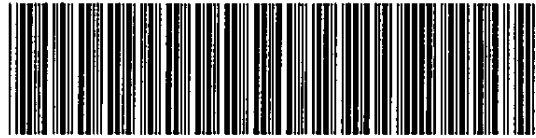
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Restate

SP



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 14, 2007

Wilderness HOA, Inc.
c/o AMG
101 Park Place Blvd., Ste. 2
Kissimmee, FL 34741

SUBJECT: THE WILDERNESS HOME OWNERS ASSOCIATION INC.
Ref. Number: N32505

We have received your document for THE WILDERNESS HOME OWNERS ASSOCIATION INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 607A00040093



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 14, 2007

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

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Susan Payne
Senior Section Administrator

Letter Number: 607A00040093

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John L. Dimasi Law Offices
Orlando, FL

LARRY WHALEY OSCEOLA COUNTY, DATE 05/30/2007 08:48:45 AM
FILE # 2007102445 BK 03490 Pgs 0365 - 3767 (12pgs) REC FEES 103.50



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

THE WILDERNESS HOME OWNERS ASSOCIATION INC

On or about May 25, 1989, in accordance with the requirements of Chapter 61 Florida Statutes, The Wilderness Home Owners Association Inc., was incorporated. An original set of the Articles of Incorporation (the "Articles") was filed with the Florida Department of State, Division of Corporations, for the purpose of forming a corporation not for profit. However, these original Articles are no longer in the possession, custody and/or control of the Association and, as such, the Association was compelled to adopt the following Amended and Restated Articles of Incorporation ("Restated Articles").

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP 24 PM 12:01

FILED

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be THE WILDERNESS HOME OWNERS ASSOCIATION INC. (hereinafter the "Association").

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP 24 PM 12:01

FILED

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The street address of the principal office and mailing address of the Association shall be 101 Park Place Boulevard, Suite 2, Kissimmee, Florida 34741.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

As of the date hereof these Restated Articles, the street address of the Association's registered office is 101 Park Place Boulevard, Suite 2, Kissimmee, Florida 34741, and the name of the Association's registered agent at that address is Association Management Group of Central Florida, Inc.

**ARTICLE IV
PURPOSES AND POWERS OF THE ASSOCIATION**

1. The Association has been established in connection with that certain residential community commonly known as "The Wilderness." A Declaration of Covenants and Restrictions for The Wilderness (the "Declaration") was recorded among the Public Records of Osceola County, Florida, which imposes certain covenants, restrictions, easements, charges, lien and other rights and obligations in connection therewith. The terms and words used in these Restated Articles shall have the same meaning as set forth in the Declaration, unless expressly

Return to:
AMG
101 Park Place Blvd. Suite 2

provided herein to the contrary. All references herein to the Declaration shall refer to the Declaration as it may from time to time be amended as provided for therein.

2. This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Areas, including the Surface Water or Stormwater Management System(s), and the architectural control of the Lots within that certain residential community within Osceola County, Florida known as The Wilderness, and to promote the health, safety and welfare of the residents within the above-stated community and additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes:

- (a) prepare and adopt annual budgets;
- (b) assess and collect assessments from the Owners;
- (c) provide for the operation, care, upkeep, and maintenance of the Common Area;
- (d) shall operate, maintain and manage the Water Management System(s) in a manner consistent with the South Florida River Water Management District's requirements and applicable District rules and shall assist in the enforcement of provisions of the Declaration which relate to the Water Management System(s). The Association shall levy and collect adequate assessments against Members for the costs of maintenance and operation of the Water Management System(s).
- (e) designate, hire and dismiss the personnel necessary to carry out the rights and responsibilities of the Association and where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties;
- (f) deposit all funds received on behalf of the Association in a bank depository which it shall approve, and use such funds to operate the Association; provided any reserve fund may be deposited in the Directors' best business judgment in depositories other than banks;
- (g) make and amend the rules and regulations of the Association;
- (h) subject to such conditions as may be provided in the Declaration, acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (i) subject to such conditions as may be provided in the Declaration, borrow money, and with the assent of two-thirds (2/3) of the votes of Members, sell any or all of its real or personal property, mortgage, lease, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

- (j) subject to such conditions as may be provided in the Declaration, dedicate, sell or transfer all or any part of the Common Area to any public agency or authority or utility for such purposes;
- (k) subject to such conditions as may be provided in the Declaration, participate in mergers and/or consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of Members unless otherwise provided in the Declaration;
- (l) open bank accounts on behalf of the Association and designate the signatories required;
- (m) make or contract for the making of repairs, additions, and improvements to or alterations of the Common Area, in accordance with the Declaration, the By-Laws and these Restated Articles (collectively, the "Governing Documents");
- (n) enforce by legal means, the provisions of the Governing Documents and the rules adopted by it and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association; provided, the Association shall not be obligated to take action to enforce any covenant, restriction or rule which the Board in the exercise of its business judgment determines is, or is likely to be construed as, inconsistent with applicable law, or in any case in which the Board reasonably determine the Association's position is not strong enough to justify taking enforcement action;
- (o) obtain and carry insurance, as provided in the Declaration, provide for payment of all premiums, and file and adjust claims, as appropriate;
- (p) pay the cost of all services rendered to the Association or its Members and not chargeable directly to specific owners;
- (q) keep books with detailed accounts of the receipts and expenditures of the Association;
- (r) make available to any prospective purchaser of a Lot, any Owner, and the holders, insurers and guarantors of any Mortgage on any Lot, current copies of the Governing Documents and all other books, records, and financial statements of the Association;
- (s) permit utility suppliers to use portions of the Common Area determined necessary in the sole discretion of the Board to the ongoing development or operation of the properties;
- (t) indemnify a director, officer or committee member, or former director, officer or committee member of this Association, to the extent such indemnity is required by Florida law, the Articles, or the Declaration; and

- (u) assist in the resolution of disputes between Owners and other without litigation, as set forth in the Declaration.

ARTICLE V
MEMBERSHIP AND VOTING RIGHTS

Every Owner of a Lot which is subject by covenants or record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such Lot, except that no person or entity holding an interest or title to a Lot as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant.

ARTICLE VI
BOARD OF DIRECTORS

1. The affairs and property of this Association shall be managed and governed by a Board of Directors who need not be Members and shall be composed of not less than three (3) nor more than nine (9) directors.

2. As of the date of execution hereof, the Board consists of:

Tony Ferentinos
3320 Wilderness Trail
Kissimmee, FL 34746

Art Pelletier
4096 Cannon Court
Kissimmee, FL 34746

Georgia Wharton
4130 Black Powder Lane
Kissimmee, FL 34746

Hugo Gruebel
4240 Fort Courage Circle
Kissimmee, FL 34746

John Tuske
4254 Fort Courage Circle
Kissimmee, FL 34746

Gene Salvatore
5141 Blackpowder Way
Kissimmee, FL 34746

David Fisher
4104 Cannon Court
Kissimmee, FL 34746

Roger Everett
3264 Wilderness Trail
Kissimmee, FL 34746

Robert Mitchell
4157 Bald Eagle Drive
Kissimmee, FL 34746

3. The method of electing Directors shall be as set forth in the By-Laws.

ARTICLE VII **OFFICERS**

The officers of this Association, who shall manage the day-to-day affairs of the Association subject to the direction of the Board, shall be a President and Vice-President, who shall at all times be members of the Board of Directors; a Secretary; a Treasurer; and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of Members. As of the date of execution hereof, the names of the officers are:

President:	Tony Ferentinos
Vice-President:	Art Pelletier
Secretary:	Hugo Gruebel
Treasurer:	<u>ROBERT MITCHELL</u>

ARTICLE VIII **BYLAWS**

The By-Laws may be amended, repealed, in whole or in part in the manner specified therein. Any amendments to the By-Laws shall be binding on all Members of this Association.

ARTICLE IX **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Association hereby indemnifies and Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- (a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of Director or Officer of the Association, or in his or her capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he or she served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceedings or any appeal therein, if such persons acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he or she had reasonable grounds for belief that such action was unlawful.
- (b) By or in right of the Association to procure a judgment in its favor by reason of his or her being or having been a Director or Officer of the Association, or by reason of his or her bring or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at that request of the Association, against the reasonable expenses, included solely for this reason, or solely because the Director or Officer is present at or participated in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or her or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he or she is or may be interest in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE X **ANNEXATION OF ADDITIONAL PROPERTY**

Subject to the terms, conditions and provisions of the Declaration additional residential property, Common Area and/or recreational facilities may be annexed to the Property by the Members with the consent of two-thirds (2/3) of Members. Any such annexation shall become effective upon the recording of an amendment to the Declaration in the Public Records of Osceola County, Florida.

ARTICLE XI **AMENDMENT**

Amendment these Articles may be proposed by a resolution adopted by a majority of the Board of Directors and presented to a quorum of the voting Members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of the voting Members of the Association.

ARTICLE XII **CONFLICT**

In the event of any conflict between the terms and provisions contained herein and those contained in the Declaration, the terms and provisions of the Declaration shall prevail.

ARTICLE XIII **DISSOLUTION**

1. This Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created.

2. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Water Management System(s) must be transferred to and accepted by an entity which would comply with Section 4DC-42.027, F.A.C., and be approved in writing by the South Florida River Water Management District prior to such termination, dissolution or liquidation.

3. In the event 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 such similar purposes. Any action under this Article XIII is subject to the procedures and requirements of Section 617.05, Florida Statutes.

ARTICLE XIV **DURATION**

The existence of the Association commenced upon the filing of the Articles with the Secretary of State for the State of Florida. The Association shall exist perpetually.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Board of Directors for the Association, has executed these Amended and Restated Articles of Incorporation, this ___ day of April, 2007.

[SIGNATURES ON FOLLOWING PAGE]

WITNESSES

Walter Arena
Print Name: ~~TONY FERENTINOS~~
Walter Arena

Leslie Ludlam
Print Name: Leslie Ludlam

Walter Arena
Print Name: ~~ART PELLETIER~~
Walter Arena

Leslie Ludlam
Print Name: Leslie Ludlam

Walter Arena
Print Name: ~~GEORGIA WHARTON~~
Walter Arena

Leslie Ludlam
Print Name: Leslie Ludlam

Walter Arena
Print Name: ~~HUGO GRUEBEL~~
Walter Arena

Leslie Ludlam
Print Name: Leslie Ludlam

Walter Arena
Print Name: ~~JOHN TUSKE~~
Walter Arena

Leslie Ludlam
Print Name: Leslie Ludlam

ROBERT MITCHELL

THE WILDERNESS HOME OWNERS ASSOCIATION INC.

Tony Ferentinos
TONY FERENTINOS
Director

Art Pelletier
ART PELLETIER
Director

Georgia Wharton
GEORGIA WHARTON
Director

Hugo Gruebel
HUGO GRUEBEL
Director

John Tuske
JOHN TUSKE
Director

8 Robert Mitchell
TREASURER

Print Name: _____

(out of the country)
GENE SALVATORE
Director

Print Name: _____

[Handwritten Signature]

[Handwritten Signature]

Print Name: ~~DAVID FISHER~~
Walter Arena

DAVID FISHER
Director

Print Name: Leslie Ludlam

[Handwritten Signature]

[Handwritten Signature]

Print Name: ~~ROGER EVERETT~~
Walter Arena

ROGER EVERETT
Director

Print Name: Leslie Ludlam

[Handwritten Signature]

[Handwritten Signature]

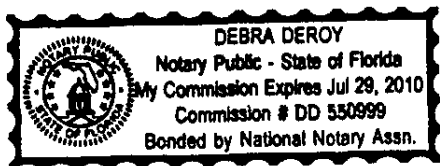
Print Name: ~~ROBERT MITCHELL~~
Walter Arena

ROBERT MITCHELL
Director

Print Name: Leslie Ludlam

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

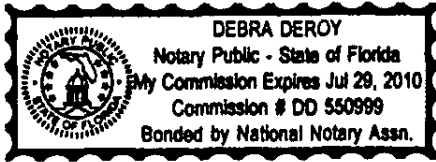
SWORN TO AND SUBSCRIBED before me this 19th day of May, 2007, by TONY FERENTINOS, as Director for The Wilderness Home Owners Association, Inc., who is personally known to me or produced _____ as identification, and who did take an oath.



[Handwritten Signature]
Notary Public
My Commission Expires: 7/29/2010
[Handwritten Signature]

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

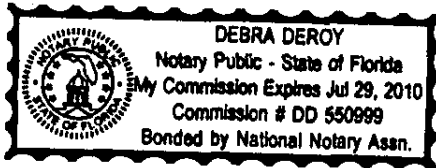
SWORN TO AND SUBSCRIBED before me this 16th day of May, 2007,
by ART PELLETIER, as Director for The Wilderness Home Owners Association, Inc., who is
personally known to me or produced _____ as identification, and who
did take an oath.



Debra Dero
Notary Public
My Commission Expires: 7/29/2010
Debra Dero

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

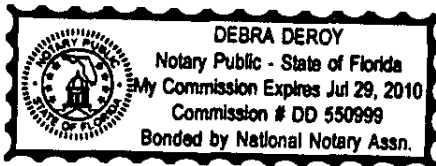
SWORN TO AND SUBSCRIBED before me this 19th day of May, 2007,
by GEORGIA WHARTON, as Director for The Wilderness Home Owners Association, Inc.,
who is personally known to me or produced _____ as identification, and
who did take an oath.



Debra Dero
Notary Public
My Commission Expires: 7/29/2010
Debra Dero

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

SWORN TO AND SUBSCRIBED before me this 19th day of May, 2007,
by HUGO GRUEBEL, as Director for The Wilderness Home Owners Association, Inc., who is
personally known to me or produced _____ as identification, and who
did take an oath.

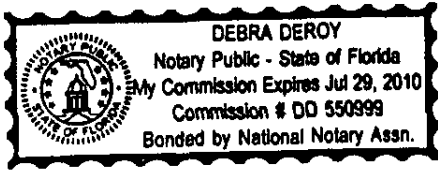


Debra Dero
Notary Public
My Commission Expires: 7/29/2010
Debra Dero

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

SWORN TO AND SUBSCRIBED before me this 16th day of May, 2007,
by JOHN TUSKE, as Director for The Wilderness Home Owners Association, Inc., who is

personally known to me or produced _____ as identification, and who did take an oath.



Debra Dero
Notary Public
My Commission Expires: 7/29/2010
Debra Dero

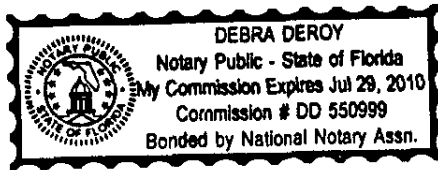
STATE OF FLORIDA)
COUNTY OF OSCEOLA)

SWORN TO AND SUBSCRIBED before me this _____ day of _____, 2007, by GENE SALVATORE, as Director for The Wilderness Home Owners Association, Inc., who is personally known to me or produced _____ as identification, and who did take an oath.

Notary Public
My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

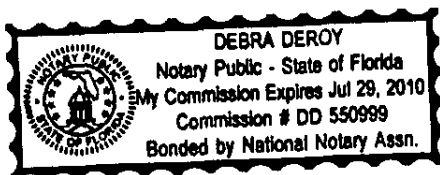
SWORN TO AND SUBSCRIBED before me this 19th day of May, 2007, by DAVID FISHER, as Director for The Wilderness Home Owners Association, Inc., who is personally known to me or produced _____ as identification, and who did take an oath.



Debra Dero
Notary Public
My Commission Expires: 7/29/2010
Debra Dero

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

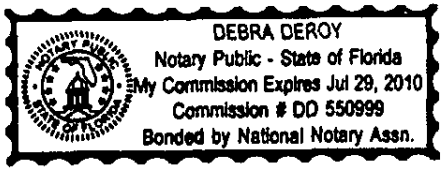
SWORN TO AND SUBSCRIBED before me this 19th day of May, 2007, by ROGER EVERETT, as Director for The Wilderness Home Owners Association, Inc., who is personally known to me or produced _____ as identification, and who did take an oath.



Debra Dero
Notary Public
My Commission Expires: 7/29/2010
Debra Dero

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

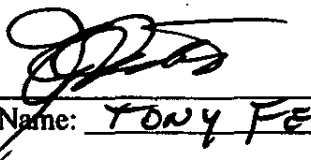
SWORN TO AND SUBSCRIBED before me this 19th day of May, 2007,
by ROBERT MITCHELL, as Director for The Wilderness Home Owners Association, Inc., who
is personally known to me or produced _____ as identification, and
who did take an oath.



Debra Derooy
Notary Public
My Commission Expires: 7/29/2010
Debra Derooy

DIRECTOR ACKNOWLEDGMENT

The undersigned Directors hereby acknowledge and certify that, pursuant to a Board meeting duly noticed and held for the purpose of considering the Amended and Restated Articles of Incorporation and the contents contained therein, at least a majority of the Board of Directors have voted to approve the Amended and Restated Articles of Incorporation. The undersigned Directors further acknowledge and certify that, pursuant to a Corporate Resolution passed by the Association, the Board was compelled to adopt the Amended and Restated Articles of Incorporation and that such adoption did not require member approval.



Print Name: TONY FERENTINOS



TONY FERENTINOS
Director

Print Name: _____

ART PELLETIER

Print Name: _____



ART PELLETIER
Director

Print Name: _____

GEORGIA WHARTON

Print Name: _____



GEORGIA WHARTON
Director

Print Name: _____

HUGO GRUEBEL

Print Name: _____



HUGO GRUEBEL
Director

Print Name: _____

JOHN TUSKE
Print Name: _____

Print Name: _____

DAVID FISHER
Print Name: _____

Print Name: _____

ROGER EVERETT
Print Name: _____

Print Name: _____

ROBERT C. MITCHELL JR
Print Name: _____

Print Name: _____

Gene Salvatore
Print Name: GENE SALVATORE

Print Name: _____

John Tuske
JOHN TUSKE
Director

David Fisher
DAVID FISHER
Director

Roger Everett
ROGER EVERETT
Director

Robert Mitchell
ROBERT MITCHELL
Director

Eugene J. Salvatore
GENE SALVATORE
Director Eugene J. Salvatore