

R WHITE  
OCT 17 2018

**NICOLETTE A. KRAMER, ATTORNEY AT LAW**

Admitted to The Florida Bar / U.S. District Court, Middle District of Florida / U.S. District Court, Southern District of Florida

*By Appointment:* 390 North Orange Avenue, Suite 2300, Orlando, Florida 32801

*Mailing Address:* P.O. Box 533704, Orlando, Florida 32853

*Office:* (407) 401-9319 / *Cell:* (407) 716-7710 / *Fax:* (407) 386-7041

NicoletteKramerLaw@gmail.com

September 29, 2018

Sent via US Priority Mail

Department of State

Division of Corporations

Certification Section at the Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Re: Amendment

Document NO. N93000003791

Dear Sir/Madam,

This firm represents Formosa Gardens Residential Community Association, Inc. ("Association").

Please find enclosed the Amended and Restated Articles of Incorporation of Formosa Gardens Residential Community Association, Inc. Enclosed is a check for \$78.75 to cover the cost(s) associated with these amendment(s) and for a certified copy to be returned in the enclosed, self-addressed stamped envelope.

Your time and effort are most appreciated. Should there be any questions, please do not hesitate to contact my office. Thank you.

Very truly yours,

*Nicolette A. Kramer*

Nicolette A. Kramer

Encl.

**Amended and Restated Articles of Incorporation**  
**of**  
**Formosa Gardens Residential Community Association, Inc.**  
(Name of Corporation as currently filed with the Florida Dept. of State)

**FILED**  
2018 OCT -4 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FL

**N93000003791**

(Document Number of Corporation)

Pursuant to the provisions of sections 617.1006, 617.01201, and 617.0202, Florida Statutes, this Florida Not For Profit Corporation:

- (1) Did **not** change the name of the corporation:
- (2) Changed its principal office address to: 7862 West Irlo Bronson Memorial Highway, Suite 164; Kissimmee, Florida 34747;
- (3) The principal office address, 7862 West Irlo Bronson Memorial Highway, Suite 164; Kissimmee, Florida 34747, shall also serve as the mailing and street address; and
- (4) The registered agent and/or registered office address were changed to: Paul Torola, 2810 Sleeping Dragon Lane, Kissimmee, Florida 34747.

**New Registered Agent's Signature:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
\_\_\_\_\_  
Signature of New Registered Agent

Note: the registered agent above has served as the registered agent for the corporation since filing its 2004 Not-For-Profit Corporation Annual Report, attached hereto and referenced herein as Exhibit "A". The existing articles have been updated to include this information.

No Officers and/or Directors are being removed or added at this time.

A substantive change to the existing articles may be found in the new Article V: The affairs of the Association shall be managed by a Board of Directors of not less than three (3) nor more than thirteen (13) persons, which shall have all the powers and duties permitted by the Homeowners' Association Act and the Florida Not for Profit Corporation Act, as amended. A director must fulfill all requirements of eligibility as provided in the Declaration, the Bylaws, and the Homeowners' Association Act.

A true and correct copy of the Amended and Restated Articles of Incorporation is attached hereto and incorporated herein as Exhibit "B".

The Amended and Restated Articles of Incorporation were adopted on August 8, 2018.

No members were entitled to vote on the proposed amendment(s). Pursuant to Article XI of the existing articles, amendments may be proposed by any member of the Board of Directors and adopted by a majority thereof.

Dated: 9-20-18

Signature: Paul Torola

Print Name: PAUL TOROLA

Title: PRESIDENT

**2004 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT**

DOCUMENT# N93000003791

**FILED**  
**May 14, 2004**  
**Secretary of State****Entity Name:** FORMOSA GARDENS RESIDENTIAL COMMUNITY ASSOCIATION, INC.**Current Principal Place of Business:**7836 W. IRLO BRONSON HWY  
KISSIMMEE, FL 34747 US**New Principal Place of Business:**7862 W. IRLO BRONSON MEM HWY  
SUITE 164  
KISSIMMEE, FL 34747 US**Current Mailing Address:**7836 W. IRLO BRONSON HWY  
KISSIMMEE, FL 34747 US**New Mailing Address:**7862 W. IRLO BRONSON HWY  
SUITE 164  
KISSIMMEE, FL 34747 US

FEI Number: 59-3223374

FEI Number Applied For ( )

FEI Number Not Applicable ( )

Certificate of Status Desired ( )

**Name and Address of Current Registered Agent:**CHEN, GEORGE  
7836 W. IRLO BRONSON HWY.  
KISSIMMEE, FL 34747 US**Name and Address of New Registered Agent:**TOROLA, PAUL M MR  
2810 SLEEPING DRAGON LANE  
KISSIMMEE, FL 34747 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: PAUL M TOROLA

05/14/2004

Electronic Signature of Registered Agent

Date

**OFFICERS AND DIRECTORS:**

Title: D ( ) Delete  
Name: CHEN, GEORGE  
Address: 7836 WEST IRLO BRONSON HWY  
City-St-Zip: KISSIMMEE, FL 34747

Title: D ( ) Delete  
Name: CHEN, FRANK  
Address: 7836 WEST IRLO BRONSON HWY  
City-St-Zip: KISSIMMEE, FL 34747

Title: D ( ) Delete  
Name: CHEN, JOSEPHINE  
Address: 7836 WEST IRLO BRONSON HWY  
City-St-Zip: KISSIMMEE, FL 34747

Title: ( ) Delete  
Name:  
Address:  
City-St-Zip:

Title: ( ) Delete  
Name:  
Address:  
City-St-Zip:

Title: ( ) Delete  
Name:  
Address:  
City-St-Zip:

**ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:**

Title: O (X) Change ( ) Addition  
Name: TOROLA, PAUL M MR  
Address: 2810 SLEEPING DRAGON LANE  
City-St-Zip: KISSIMMEE, FL 34747

Title: O (X) Change ( ) Addition  
Name: TROVER, PHILIP I MR  
Address: 7933 SEA PEARL CIRCLE  
City-St-Zip: KISSIMMEE, FL 34747

Title: O (X) Change ( ) Addition  
Name: LOWE, KEN MR  
Address: 2731 FORMOSA BLVD  
City-St-Zip: KISSIMMEE, FL 34747

Title: O ( ) Change (X) Addition  
Name: HAYNES, SHARON J MRS  
Address: 2707 FORMOSA BLVD  
City-St-Zip: KISSIMMEE, FL 34747

Title: D ( ) Change (X) Addition  
Name: SAYSELL, JOHN MR  
Address: TAMARLANE, MANOR PARK  
City-St-Zip: CHISLEHURST, KENT, UK BR7 5EQ

Title: D ( ) Change (X) Addition  
Name: PACEY, JAMES MR  
Address: CHURCHFIELD ROAD  
City-St-Zip: BIRCHINGTON, KENT, UK CT7 9ES

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: SHARON J HAYNES

MRS

05/14/2004

Electronic Signature of Signing Officer or Director

Date

Prepared by and Return to:  
Nicolette A. Kramer, Esq.  
Nicolette A. Kramer, Attorney at Law  
Post Office Box 533704  
Orlando, Florida 32853  
(407) 401-9319

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**FORMOSA GARDENS RESIDENTIAL COMMUNITY ASSOCIATION, INC.**  
**A Florida Not-For-Profit Corporation**

THIS AMENDED AND RESTATED ARTICLES OF INCORPORATION OF FORMOSA GARDENS RESIDENTIAL COMMUNITY ASSOCIATION, INC.,<sup>1</sup> a Florida not for profit corporation organized under Chapters 617 and 720 of the Florida Statutes is made and approved on this 8<sup>th</sup> day of August, 2018, by majority vote of the Board of Directors as proposed and verified by the Board of Directors for and on behalf of the Association, its heirs, successors, assigns, and grantees.

**RECITALS**

WHEREAS, the name of the corporation is Formosa Gardens Residential Community Association, Inc.; and

WHEREAS, the corporation was filed on August 18, 1993, as a Florida Not For Profit Corporation; and

WHEREAS, the Articles of Incorporation of Formosa Gardens Residential Community Association, Inc. ("Articles"), may be amended pursuant to Article XI of the Articles, the Association's Bylaws and the provisions of Sections 617.1002, 617.1006 and 617.1007, Florida Statutes, by a majority vote of its Board of Directors; and

WHEREAS, the Board of Directors desire to amend the Articles of Incorporation; and

WHEREAS, the Association's duly adopted amendment and restatement of the aforementioned Articles supersedes the original Articles and all amendments thereto.

NOW THEREFORE, the undersigned hereby amend and restate the Articles, associate themselves for the purpose of maintaining a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

**ARTICLE I**

The name of the Corporation shall be Formosa Gardens Residential Community Association, Inc. (the "Association"). The principal address of the Association shall be 7862 West Irlo Bronson Memorial Highway, Suite 164, Kissimmee, Florida 34747. The Association's Board of Directors may change the location of the principal address from time to time.

---

<sup>1</sup> Substantial rewording. See governing documents for current text.

The registered agent and office of the Association, until otherwise determined by the Board of Directors, shall be Paul Torola, 2810 Sleeping Dragon Lane, Kissimmee, Florida 34747. The Board of Directors is authorized to change its Registered Agent and Office in the manner provided by Florida law.

## ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes (the "Homeowners' Association Act"), for the operation of Formosa Gardens Residential, a Subdivision (the "Subdivision"), upon land situated within Osceola County, Florida.

The Association is a community association participating in a larger development called Formosa Gardens. As a community association, the Association is subject and subordinate to the master association identified in the Formosa Gardens Estates Community Declaration of Easements, Covenants, Conditions, Restrictions ("Declaration"), recorded in the Public Records of Osceola County at Book 1037, Page 1909 *et seq.* The Association will fulfill all duties of a community association under the Declaration, the master declaration identified and defined in the Declaration, the Assignment of Certain Declarant's Rights and Duties under Master Declaration Easements, Covenants, Conditions and Restrictions ("Assignment"), recorded in the Public Records of Osceola County at Book 4333, Page 1949 *et seq.*, and the Bylaws, as any of such may be amended from time to time. The Association will be subject to the restrictions on a community association as those restrictions are from time to time outlined in the Declaration, the master declaration and the Bylaws.

The Association shall make no distribution of income to its members, directors, or officers.

## ARTICLE III

The Association shall have all of the common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles of Incorporation, the Bylaws, the Declaration or the Homeowners' Association Act.

The Association shall have all of the powers and duties set forth in the Homeowners' Association Act and Chapter 617, Florida Statutes (the "Florida Not for Profit Corporation Act"). The Association shall also have all of the powers and duties set forth in the Declaration, Assignment, and the Bylaws, as either may be amended from time to time; and all of the powers and duties reasonably necessary to operate the Subdivision pursuant to the Declaration and the Homeowners' Association Act, including, but not limited to, the following:

1. To present a unified effort to the members in protecting the value of the property of the members;
2. To carry out the duties and fulfill the purposes set forth in the Declaration;
3. To acquire, own, and convey real and personal property;
4. To own, establish, maintain, repair, alter, improve, administer and operate the common areas and recreational facilities within the properties owned by or under the authority of the Association, but solely for the mutual benefit of the members;

5. To make, amend and collect annual and special assessments against lots within the Subdivision and lot owners, as members, to defray the common expenses and losses of the Association;
6. To use the proceeds of assessments in the exercise of its powers and duties;
7. To operate and maintain the surface water management system permitted by the South Florida Water Management District within the properties falling under the Association's authority, including without limitations all lakes, recreational areas, culverts and related appurtenances;
8. To contract for services, including without limitation services required for operation and maintenance of the surface water management system referred to above and for the fulfillment of other duties of the Association;
9. To purchase insurance upon the common areas and recreational facilities for the protection of the Association, its directors, officers and members;
10. To sue and be sued;
11. To enforce, by legal means, the provisions of the Homeowners' Association Act, the Declaration, the master declaration via the Assignment, these Articles, the Bylaws and any Rules and Regulations promulgated by the Board of Directors, all as amended or renumbered from time to time;
12. To engage in all other activities and to exercise all other powers, rights, privileges that are permitted under the Homeowners' Association Act and the Florida Not for Profit Corporation Act.
13. All other powers necessary for the purposes for which the Association is organized.

#### ARTICLE IV

The members of the Association shall be limited to record owners of lots, as defined in the Declaration, in Formosa Gardens, Unit 1 according to the Plat thereof as recorded in Plat Book 7, at Pages 19 through 24, inclusive, in the Public Records of Osceola County, Florida, and the owners of any lots which may be annexed to the Declaration.

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

If additional properties are by annexation made subject to the Declaration, unless the annexation instrument prescribes otherwise, those additional properties shall be subject to the Association's jurisdiction and the owners of those properties will be members of the Association.

The members of the Association shall have the following voting rights:

Each lot shall be allocated and entitled to one vote in any Association matter requiring a vote of the members. When a lot is owned by more than one person or entity, all such persons or entities shall be members, but in no event shall more than one vote be cast with respect to any one



lot. When a lot is owned by more than one person or entity, those persons or entities shall designate one of them for the purpose of casting the vote that is appurtenant to their lot. When a lot is owned by an entity, the entity shall designate in writing a partner, officer, or employee of the entity for the purpose of casting the vote that is appurtenant to the entity's lot. All such designations shall be in accordance with the terms and provisions of the Declaration, these Articles, and the Bylaws, as may be amended from time to time.

#### ARTICLE V

The affairs of the Association shall be managed by a Board of Directors of not less than three (3) nor more than thirteen (13) persons, which shall have all the powers and duties permitted by the Homeowners' Association Act and the Florida Not for Profit Corporation Act, as amended. A director must fulfill all requirements of eligibility as provided in the Declaration, the Bylaws, and the Homeowners' Association Act.

The Board of Directors shall be elected at the annual meeting of the membership, and unless otherwise provided for in the Bylaws, shall be elected for one-year terms.

The Board of Directors shall elect or appoint a President, Vice-President, Secretary, and Treasurer at the first meeting of the Board of Directors following each annual meeting of the members.

Vacancies in the Board of Directors shall be filled by the remaining directors at a special meeting called for that purpose and a director so elected shall serve until the next annual meeting of the Association.

The duties of the officers shall be prescribed by the Bylaws.

#### ARTICLE VI

The Bylaws of the Association shall be adopted by the Board of Directors. Thereafter, the Bylaws may be amended or repealed, at a regular or special meeting of the members or by the Board of Directors, by a vote of a majority of a quorum of members present in person or by proxy, or by the vote of a majority of a quorum of the Board of Directors.

#### ARTICLE VII

The Association shall have perpetual existence. However, if the Association is ever dissolved, the surface water management system and other common areas owned by the Association will be conveyed to an appropriate agency of local government for proper operation and maintenance. If an agency of local government will not accept the surface water management system or other common areas on dissolution of the Association, the surface water management system and other common areas must be dedicated to a non profit corporation similar to the Association that will have responsibility for maintaining and operating the surface water management system and other common areas.

#### ARTICLE VIII

The Association shall be responsible for ensuring full compliance with the conditions and requirements of all surface water drainage permits, development orders, and all other permits, approvals, orders, and the like applicable to the properties lying within the Association's authority.

The Association shall be responsible for maintaining all such drainage facilities in good repair, free from debris and obstructions and in compliance with the requirements of the drainage permit issued by the South Florida Water Management District for construction, operation; and maintenance, of the drainage facilities for the development. The Association shall also operate the drainage facilities in the manner in which they were designed and in accordance with the requirements of the drainage permit referred to above.

The plat, the Declaration, or other documents affecting the properties under authority of the Association will identify wetlands, buffer-zones, and similar conservation areas (the "Conservation Areas") within those properties. These Conservation Areas will be dedicated to the Association as common areas. The Association shall be responsible for maintaining the Conservation Areas in their natural state, and for ensuring that all drainage permits, development orders, and other applicable orders, approvals, permits, and the like are fully complied with. The Conservation Areas may not be altered from their natural state. Activities prohibited within the Conservation Areas include but are not limited to the following:

1. Construction or placing of buildings or other improvements under, on, or above the Conservation Areas;
2. Dumping or placing soil or other substances such as trash or debris under, on, or above the Conservation Areas;
3. Removal or destruction of trees, shrubs, or other vegetation growing within the Conservation Areas (with the exception of exotic vegetation removal);
4. Excavation, dredging, or removal of soil material from the Conservation Areas;
5. Any other activity detrimental to drainage, flood control, water conservation, erosion control, or fish and wildlife habitat conservation and preservation within the Conservation Areas.

#### ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by any member of the Board of Directors and adopted by a majority vote thereof, and in addition, may be amended as provided and permitted by the Bylaws and the Homeowners' Association Act.

#### ARTICLE X

The Association may be dissolved as provided by Florida law. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed as elected by the members in accordance with applicable law, and if the members fail to make such election, then as elected by the Board of Directors in accordance with applicable law. Notwithstanding the foregoing on dissolution of the Association, the surface water management system and other common areas belonging to the Association will be conveyed as described herein.

## ARTICLE XI

Unless defined herein, terms used herein shall have the same meaning as in the Declaration or the Homeowners' Association Act.

The Board of Directors' interpretation and enforcement of the Declaration, the master Declaration via the Assignment, these Articles, the Bylaws, and the Rules and Regulations of the Association shall be binding upon all parties unless wholly unreasonable.

The name and address of the original subscriber of the Articles is:

George Chen                      3007 Formosa Gardens Blvd.  
Kissimmee, Florida 34746

Frank Chen                      3007 Formosa Gardens Blvd.  
Kissimmee, Florida 34746

Josephine Chen                  3007 Formosa Gardens Blvd.  
Kissimmee, Florida 34746

The name and street address of the incorporator of the original Articles is:

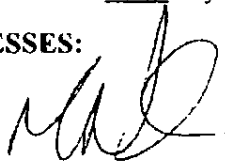
George Chen                      3007 Formosa Gardens Blvd.  
Kissimmee, Florida 34746

## ARTICLE XII


The officers, members, directors, committee members, and agents of the Association shall be indemnified to the fullest extent provided by law and by the Declaration.

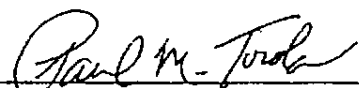
**IN WITNESS WHEREOF**, we the undersigned being the present directors of the Association, holding the offices of President and Secretary, respectively, stating we were present at the duly noticed meeting of the Board of Directors to confirm the affirmative vote by written instrument of not less than a majority of the Board of Directors in favor of the proposed restated and amended Articles of Incorporation, that we have each personal knowledge of the facts stated herein, and that any and all facts stated herein are true and correct, have hereunto set our hands and seals on this 24 day of August, 2018

WITNESSES:

  
MARGUERITA NEWTON  
Print Name: \_\_\_\_\_

Association:      FORMOSA      GARDENS  
RESIDENTIAL      COMMUNITY  
ASSOCIATION, INC., a Florida not for profit  
corporation

  
Print Name: Elizabeth Olick

By:   
its President.

Printed Name: PAUL M. TOROLA

**WITNESSES:**

Elizabeth Colella  
Print Name: Elizabeth Colella

MARGHERITA NEWTON  
Print Name: MARGHERITA NEWTON its Secretary.

By: [Signature]  
Printed Name: STEPHEN NEWTON

STATE OF FLORIDA  
COUNTY OF OSCEOLA

I HEREBY CERTIFY that on this day personally appeared before me, Paul Torola, as the President and Stephen Newton, as the Secretary, each personally known to be the persons described herein and who each executed the foregoing instrument and acknowledged before me that it was executed on behalf of the Association.

WITNESS my hand and the official seal this 24 day of August, 2018

SEAL

Kayla Harris  
Notary Public, State of Florida  
My commission expires: MAY 4, 2021

