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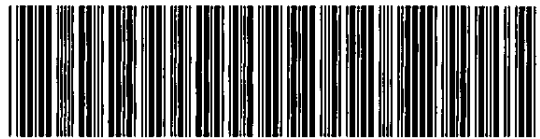
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4 of 4



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10/19/07--01063--008 \*\*140.00

Amended and Restated  
Art.

FILED  
07 OCT 19 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Bakalar & Eichner, P.A.

SUSAN P. BAKALAR, LL.M.  
PAUL D. EICHNER  
MARTIN S. ROSENBLUM  
CAROL A. STRAUSS

LAWRENCE WEINER  
OF COUNSEL

October 18, 2007

**Via UPS Overnight Delivery**

Florida Dept of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Riviera Isles Master Association, Inc.**  
**Recording of Amendments**

Dear Amendment Section:

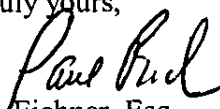
Enclosed you will find four (4) amendments to be recorded with respect to the above noted client. Each of the amendments to be recorded has been given a number, 1 through 4. **Please record the amendments in the order provided.** It would be greatly appreciated if the recording of the enclosed would be processed as soon as possible.

Enclosed you will find the Firm's check number 21248 in the amount of \$140.00 representing the filing of \$35.00 per amendment. Once you have processed and recorded the enclosed, please provide written verification of same by returning the recorded amendments to our office to my attention.

Your cooperation is greatly appreciated.

In the event that there are ANY questions, please feel free to contact our office at 800-495-4951. If I am not available to answer your questions, please ask to speak with attorney Carol Strauss.

Very truly yours,

  
Paul D. Eichner, Esq.  
For the Firm  
PDE/

INSTR # 103851331  
OR BK 37147 Pages 107 - 110  
RECORDED 03/29/04 12:19:18  
BROWARD COUNTY COMMISSION  
DEPUTY CLERK 1922  
#1, 4 Pages

**DOCUMENT COVER PAGE**


**Incorporated and becoming a permanent part of:**

**Document Title:** Amendment to the Articles of Incorporation of the Ridges  
Maintenance Association, Inc.

**Prepared By:** Jeffrey Wertman, Esq.  
Berger Singerman  
350 East Las Olas Blvd., Suite 1000  
Fort Lauderdale, FL 33301

**Brief Legal Description:** N/A

**Return Recorded Document to:**



Berger Singerman  
350 East Las Olas Blvd.  
Suite 1000  
Ft. Lauderdale, FL 33301  
Attention: Carol Campen

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Ridges Maintenance Association, Inc.

**DOCUMENT NUMBER:** N96000006492

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carol A. Strauss, Esq.

(Name of Contact Person)

Bakalar & Eichner, P.A.

(Firm/ Company)

150 South Pine Island Road, Suite 540

(Address)

Plantation, FL33324

(City/ State and Zip Code)

For further information concerning this matter, please call:

Carol A. Strauss, Esq.

(Name of Contact Person)

at ( 954 ) 475-4244

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED  
07 OCT 19 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

**NEW CORPORATE NAME (if changing):**

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

**Amended and Restated Articles of Incorporation of The Ridges Maintenance Association, Inc.**

(Attach additional pages if necessary)  
(continued)

The date of adoption of the amendment(s) was: Oct. 15, 2007

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Raymond P. Orsi Jr  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**

CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF THE RIDGES  
MAINTENANCE ASSOCIATION, INC.

**WITNESSETH:**

**WHEREAS**, the Articles of Incorporation of The Ridges Maintenance Association, Inc.(the "Association") were originally filed with the Florida Department of State on December 12, 1996, and has been subsequently amended from time to time; and

**WHEREAS**, the Declaration of Covenants for The Ridges Maintenance Association, Inc. (the "Declaration") were duly recorded in Official Records Book 24095, at Page 120 et seq., of the Public Records of Broward County, Florida; and

**WHEREAS**, the Articles of Incorporation of the Association were attached to said Declaration as Exhibit "A" and appears in Official Records Book 24095, at Page 0177-0186, of the Public Records of Broward County, Florida; and

**WHEREAS**, the existing Articles of Incorporation provide that amendments can be made by approval of at least 75% of the votes of the total votes of the Voting Members of the Association, and/or a majority of the Board of Directors; and

**WHEREAS**, at a duly called and noticed meeting of the Board of Directors of The Ridges Maintenance Association, Inc., a Florida not-for profit corporation, held on Monday, the 8<sup>th</sup> day of October, 2007, at which all 7 (seven) Directors of the Board of Directors were present, the Directors unanimously approved the Amended and Restated Articles of Incorporation set forth herein below by an affirmative vote in excess of that required for amendments to the Articles of Incorporation; and

**NOW THEREFORE**, the undersigned hereby certify that the following Amended and Restated Articles of Incorporation are a true and correct copy of the Amended and Restated Articles of Incorporation as approved by the Board of Directors:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**THE RIDGES MAINTENANCE ASSOCIATION, INC.**

**THE UNDERSIGNED**, being the "Association" under and as defined in the Articles of Incorporation of The Ridges Maintenance Association, Inc., a Florida Corporation Not for Profit, under Chapter 617, Florida Statutes, which Articles of Incorporation constitute Exhibit "A" to the Declaration of Covenants for The Ridges Maintenance Association, Inc., recorded in Official Records Book 24095, Page 120, of the Public Records of Broward County, Florida, hereby amends and restates the Articles of Incorporation.

References below to the "Articles of Incorporation" and "By-Laws" shall refer to these Amended and Restated Articles of Incorporation and the Amended and Restated By-Laws.

## **ARTICLE I**

### **NAME AND PRINCIPAL OFFICE OF ASSOCIATION**

The name of the corporation shall be **THE RIDGES MAINTENANCE ASSOCIATION, INC.**, which is hereinafter referred to as "the Association". Unless and until changed, the principal office of the Association shall be at the offices of their managing agent located at The Ridges Maintenance Association, Inc

## **ARTICLE II**

### **PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for The Ridges, recorded in the Public Records of Broward County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Owners who become Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Developer, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration including, without limitation, the power to borrow money (from the Developer or others) for Association purposes. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.



### ARTICLE III

#### MEMBERS

**Section 1. Membership.** Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration shall be a Member of the Association, provided that any such person or entity who merely holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association.

**Section 2. Voting Rights.** The votes of the classes of Members of the Association shall be cast by their respective classes as follows:

Class A. Class A Members shall be all those owners, as defined in Section 1, with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Class A members shall elect voting members.

As provided for in the By-Laws, Class A Members of each neighborhood shall be entitled to elect one (1) Voting Member from each of the thirteen (13) Neighborhoods: Cypress Ridge, Falcon Ridge, Mahogany Ridge, Fern Ridge, Oak Ridge, Fox Ridge, Pine Ridge, Heron Ridge, Sabal Ridge, Lake Ridge, Willow Ridge, Laurel Ridge and Magnolia Ridge. The Voting Members shall elect the Board of Directors as provided for in the By-Laws. A Member of the Board of Directors may not be a Voting Member. No Voting Member may serve concurrently as a Voting Member and a Board Member, nor may they vote to elect themselves to the Board of Directors. This prohibition shall become effective at the next annual meeting of the Voting Members to elect Directors.

Voting Members elected by Class A Members shall serve one (1) year terms (but may succeed themselves, unless such terms are terminated or terminate in accordance with the By-Laws, and shall cast votes as follows:

Cypress	92 votes	Magnolia	133 votes
Falcon	108 votes	Mahogany	155 votes
Fern	94 votes	Oak	85 votes
Fox	105 votes	Pine	151 votes
Heron	162 votes	Sabal	89 votes
Lake	99 votes	Willow	123 votes
Laurel	102 votes	<b>TOTAL</b>	<b>1,498 votes</b>

Class B. The Class B Voting Member shall be the Developer, or a representative thereof designated by it in a written notice to the Association, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast by the Class A Voting Members. Such Class B Voting Member may be removed and replaced by the Developer in its sole

discretion. The Class B Voting Membership shall cease and terminate (and convert to a Class A Membership) as and when provided in the Declaration.

**Section 3. Meetings of Voting Members.** The By-Laws of the Association shall provide for an annual meeting of Voting Members, and shall make provisions for regular and special meetings of Voting Members, other than the annual meeting. A quorum of any Voting Members meeting shall be a majority of the total number of votes held by all Voting Members, *i.e.*, 750 votes out of 1498 total votes. Attendance at a Voting Member meeting for the purpose of achieving a quorum cannot be by proxy.

**Section 4. General Matters.** When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts, or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (*i.e.*, one for which proper notice has been given and at which quorum exists) and not of the Members themselves (or their Lots) or of the individual Voting Members themselves.

#### ARTICLE IV

##### CORPORATE EXISTENCE; APPROVAL OF CERTAIN ACTS

The Association shall have perpetual existence.

Any of the following actions may be taken by the Association only upon the affirmative vote of two-thirds (2/3rds) of each class of Members: the mortgaging, conveyance or dedication of Common Areas; or the merger, consolidation or dissolution of the Association. Upon any such dissolution, the assets of the Associations shall be conveyed to another association or a public agency having purpose similar to those of the Association.

#### ARTICLE V

##### BOARD OF DIRECTORS

**Section 1. Management by Directors.** The property, business and affairs of the Association shall be managed and conducted by a Board of Directors consisting of seven (7) persons elected by the Voting Members in accordance with these Articles and the By-Laws.

**Section 2. Election of Directors.** Except as otherwise provided herein and for the first Board of Directors and their Developer-appointed replacements, directors shall be elected by the Voting Members of the Association at the annual meeting of the Association as provided by the By-Laws of the Association, and the By-Laws shall provide for the method of voting in the election and for removal from office of directors. All Directors shall be members of the Association residing in The Properties or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer. Notwithstanding the foregoing, until the time provided in the

following paragraph, the Class B Voting Member shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association, without the necessity of a vote.

The right of the Class B Member to appoint a majority of the Board of Directors has terminated.

**Section 3.** Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Voting Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Name	Address
Claudia Troisi	1205 Arvida Parkway Fort Lauderdale, FL 33327
Doug Duke	1205 Arvida Parkway Fort Lauderdale, FL 33327
Tom Siegal	1205 Arvida Parkway Fort Lauderdale, FL 33327

**Section 4. Vacancies.** If a Director shall for any reason, including, but not limited to, resignation or removal, cease to be a director, the Voting Members shall elect a successor by majority of votes cast consistent with the votes allocated to each Voting Member pursuant to the By-Laws, to fill the vacancy for the balance of the unexpired term.

**Section 5. Term of Office.** In accordance with the By-Laws, Directors elected by Voting Members shall serve no more than 4 consecutive one-year terms. In the event that there are no candidates for election to the Board who receive a majority of the total number of votes held by all Voting Members, the current Director(s) may succeed themselves beyond the 4 year limit until such time as a candidate's name is submitted for election, and such candidate receives the required votes to be elected.

## ARTICLE VI

### OFFICERS

**Section 1. Officers Provided For.** The Association shall have a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. Officers shall be members of the association.

**Section 2. Election and Appointment of Officers.** The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of

Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a Director; other officers may or may not be Directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office and perform its duties and exercise its powers, until a new president is elected by the board who shall be a director. If any office other than that of the President shall become vacant for any reason, the Board of Directors shall elect an individual to fill such vacancy.

**Section 3.** First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

Name and Office	Address
President: Claudia Troisi	1205 Arvida Parkway Fort Lauderdale, FL 33327
Vice-President: Doug Duke	1205 Arvida Parkway Fort Lauderdale, FL 33327
Secretary-Treasurer: Tom Siegal	1205 Arvida Parkway Fort Lauderdale, FL 33327

## **ARTICLE VII**

### **BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with the Declaration and these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

## **ARTICLE VIII**

### **AMENDMENTS**

**Section 1.** Amendments to the Articles of Incorporation may be proposed by a majority of the Board of Directors, 51% of the Voting Members, or by a petition of 40% of the Members. The Articles of Incorporation may be amended by 75% of the votes of the total votes of the Voting Members or 51% of the entire membership of the Association. Prior to any amendments(s) to the Articles of Incorporation, a Special Simultaneous Meeting of the Voting Members and the Class A members shall be called by the president. The notice of the such Meeting shall include, a copy of the proposed amendment(s), and a proxy for each unit which

shall be mailed to all Members 30 days prior to the date of the Special Meeting. At the Special Meeting, the votes of the Voting Members and the votes and proxies of the Members will be counted and a determination will be made if the amendment(s) shall be adopted, by the required vote of either the Class A members or the Voting Members. However, no amendment shall be adopted where 51% of the total votes of the Class A members of the association voted against adopting such amendment,

**Section 2.** In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles and the Declaration, the Declaration shall control.

## **ARTICLE IX INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Name	Address
David B. Meseroll, Jr.	1205 Arvida Parkway Fort Lauderdale, FL 33327

## **ARTICLE X INDEMNIFICATION**

**Section 1.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

**Section 2.** To the extent that a director, officer employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein,

he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

**Section 3.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

**Section 4.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 5.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

**Section 6.** The provisions of this Article X shall not be amended.

## ARTICLE XI

### REGISTERED AGENT

Unless and until changed, Paul D. Eichner, Esq., Bakalar & Eichner, P.A., Mellon Financial Center, 150 South Pine Island Road, Suite 540, Plantation, Florida 33324, shall be the Registered Agent of the Association.

IN WITNESS WHEREOF, the Association, in accordance with Article VIII, Section 1 of the Articles of Incorporation, has approved this Amended and Restated Articles of Incorporation of The Ridges Maintenance Association, Inc.,  
this 15<sup>th</sup> day of October, 2007.

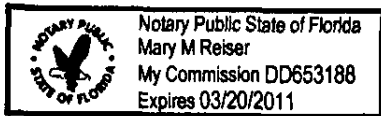
Signed, sealed and delivered in the presence of :

By: Jason Eppy  
Print Name

THE RIDGES MAINTENANCE ASSOCIATION, INC.

By: [Signature]  
Name: Raymond F. Orsi  
Title: President

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of October 2007, by Ray Orsi, as President of THE RIDGES MAINTENANCE ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.



NOTARY PUBLIC:

SIGN Mary M. Reiser  
PRINT Mary M. Reiser

State of Florida at Large  
My Commission Expires: 3/20/2011

Signed, sealed and delivered in the presence of :

By: Mona Habib  
Print Name

THE RIDGES MAINTENANCE ASSOCIATION, INC.

By: Mona Habib  
Name: Mona Habib  
Title: Secretary

The foregoing instrument was acknowledged before me this 16 day of October 2007, by Mona Habib, as Secretary of THE RIDGES MAINTENANCE ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. She is personally known to me and did take an oath.



NOTARY PUBLIC:

SIGN [Signature]  
PRINT Ani Glaser

State of Florida at Large  
My Commission Expires:

This Document Prepared by:  
Carol A. Strauss, Esquire  
Bakalar & Eichner, P.A.  
150 South Pine Island Road, Suite 540  
Plantation, FL. 33324