N97000001183

Charles E. Walters, Inc.

Requestor's Name

2007 Southshore Circle

Address

Talla Fl 32312

City/State/Zip Phone #

200002158042--6
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*****87.50 *****87.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ______ (Corporation Name) ______ (Document #)
2. ______ (Corporation Name) ______ (Document #)
3. ______ (Corporation Name) ______ (Document #)
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	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Art + Restated
[illegible]
4/21

Examiner's Initials	

CR2E031(1 95)

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Articles of Incorporation Amended and Restated per the attached

SECOND: The date of adoption of the amendment(s) was: April 21, 1997

THIRD: Adoption of Amendment (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.

Forest Green Merchants and Homeowners Association, Inc.
Corporation Name

[signature]
Signature of Chairman, Vice Chairman, President or other officer

Charles E. Walters, President
Typed or printed name

President — April 21, 1997
Title — Date

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
FOREST GREEN MERCHANTS AND HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)

The undersigned incorporator hereby files these Restated and Amended Articles of Incorporation of FOREST GREEN MERCHANTS AND HOMEOWNERS ASSOCIATION, INC., pursuant to Chapter 617, Florida Statues, replacing in full those certain Articles of Incorporation dated February 26, 1997 previously filed with the Secretary of State, Division of Corporations.

ARTICLE I

NAME

The name of the Corporation shall be FOREST GREEN MERCHANTS AND HOMEOWNERS ASSOCIATION, INC. which is hereinafter referred to as the "Association" or the "Corporation". The principal office of the Corporation shall be located at 3002 Southshore Circle, Tallahassee, Florida 32312-1819, or such other office as shall be designated by the Corporation from time to time.

ARTICLE II

PURPOSE AND POWERS

The Corporation has been organized for the purpose of owning, leasing, operating, maintaining, managing and administering such property, assets and facilities as may be necessary or desirable to furnish water, sewer and other utility services to its Members on a non-profit basis and to charge the members of the Corporation such costs therefor, at rates as determined from time to time in accordance with the provisions set by these Articles and as provided in the By-Laws.

The Corporation 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 Corporation shall have the power to contract for the management of the Corporation's business and its assets and to delegate to said manager (which manager may be the Developer or an affiliate of the Developer) the powers and duties of the Corporation, except those which require approval of the Board of Directors or Members.

The Corporation shall also have all powers, rights and privileges of a corporation not for profit as provided under the Non-Profit Corporation Law of the State of Florida and shall also have all of the powers necessary to implement the rights and duties of the Corporation as set forth in that certain Declaration of Protective Covenants for Forest Green Subdivision or as may be required to provide for the general health and welfare of its membership.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS IN THE CORPORATION

The qualification for being a Member of the Corporation, the manner of admission to membership, termination of such membership and voting rights shall be as follows:

Membership: Only the persons or entities who own the following qualifying properties shall be members of the Corporation:

1. Every person or entity who or which is a record owner of a fee or undivided fee interest in any residential lot in any platted phase of Forest Green Subdivision, the land comprising said subdivision being more particularly described on Exhibit "A" attached hereto and made a part hereof; provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member.

2. The owners of the parcels of land, or of undivided interests therein, intended to be developed as future phases of Forest Green and the owners of the Commercial Parcels, said parcels begin more particularly described on Exhibit "B" attached hereto; provided, however when such parcels are subdivided then the owner of each subdivided lot shall succeed to said membership rights.

3. The owner of any other parcel of land which is designated by both Developers acting jointly as being eligible for membership in the Corporation.

Voting Rights: The Corporation shall have two classes of Voting Membership:

Class A: Class A Members shall be the developers of the Forest Green Subdivision, namely Charles E. Walters, Inc. as to Phases I, II and IV and Land Venture Associates as to Phase III and the Commercial Parcels (Walters and LVA being also referred to herein as the "Developers"). The Class A members shall have (1) one vote for each platted lot they own and one vote for each lot intended to be developed in a parcel constituting a subsequent phase, adjusted to reflect the actual lots developed therein as said phases are platted.

Class B: Class B Member shall be every other member of the Corporation who is not a Class A member. Each Class B member shall have one (1) vote for each lot owned.

Quorum and Voting Authority: The quorum for any action of the Corporation shall be the presence at the meeting of the Members of the Corporation or of proxies entitled to cast fifty (50%) percent of the votes of each class of membership counted separately. Action by the Corporation shall be taken only upon the affirmative majority vote of the Members present at a meeting at which a quorum is present. Members may vote by written ballot or by written consent without a meeting to the extent permitted by Florida law.

Termination of Membership: Membership in the Corporation shall continue as long as the Member remains in good standing by paying the fees, costs and expenses charged to each Member. In the event any Member shall fail to pay any fees, costs or expenses due to the Corporation, the

Corporation may suspend said person or entity from membership. No services for water, sewer or other utilities shall be furnished to any person or entity who is not a Member of the Corporation or whose membership has been suspended and not yet reinstated. Furthermore, membership in the Corporation shall be terminated when the Member no longer owns a qualifying property. No such property interest shall be conveyed or assigned without the simultaneous transfer of a membership in the Corporation subject to all rights and obligations of such membership. Membership in the Corporation cannot exist nor can it be sold, conveyed, hypothecated or otherwise transferred except running and coupled with the interest of the owner in the qualifying property.

Interest of Members in Assets of Corporation: The interest of a Member in the specific property, funds or assets of the Corporation cannot be assigned, hypothecated or transferred, except in connection with a transfer of the property interest. The funds and assets of the Corporation belong solely to the Corporation subject to the limitations that the same be expended, held and used only for the benefit of the membership and for the purposes authorized herein or in any service agreement with a Member to which the Corporation is a party.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered office and the initial registered agent is as follows:

Charles E. Walters
3002 Southshore Circle
Tallahassee, Florida 32312-1819

ARTICLE VI

BUDGET AND ASSESSMENTS

The Board of Directors shall prepare, or cause to be prepared, an initial Budget not later than the billing date established by the Association for the first assessment of each year. A copy of the budget shall be furnished to each Member listing the annual costs, fees and expenses anticipated as necessary to provide water, sewer and other services by the Corporation. The Budget shall include but shall not be limited to such items as the annual costs of: the land used by the Corporation's utility system; the lease or other costs for easements; acquisition or leasing of all equipment, facilities and materials including water wells, pumps, distribution pipes and other parts of the water system; the wastewater collection system and treatment plant, pipes, lift stations, retention ponds, effluent drain fields and other parts of the said wastewater system. Also included in the Budget will be the cost of the water storage tank; power and electricity costs; maintenance and repair services and materials; administration, secretarial, clerical, telephone, postage and supplies cost; overhead; wages, salaries and fees for accounting, legal, engineering and other professional services; permits and licenses; insurance; inspections; interest and points on loans; reserve for replacements; taxes; governmental assessments, and any and all such contingencies as the Board may establish in its reasonable discretion. The annual assessment shall be billed to Members on such periodic basis as the Board may determine.

In addition to the annual assessment each residential lot owner shall pay a one time capital contribution to the Corporation in the amount of $2,000, payable 20% when a lot is conveyed to an owner by the Developer and 80% when the owner receives a building permit, or if earlier, five years after the owner acquired title. Each of the two Commercial Lot owners shall make a capital contribution in the amount of $22,000 payable in full when Developer conveys a commercial lot to a subsequent owner.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) persons nor more than five (5) persons as the Board of Directors shall from time to time determine. 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.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Corporation, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Name	Address
Charles E. Walters	3002 Southshore Circle Tallahassee, FL 32312-1819
Jerome A. Zivan	P.O. Box 5220 Niceville, FL 32578-5220
H. W. Barrineau	1306 S. E. 18th St. Ocala, FL 34471

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the Members of the Corporation at the annual meeting of the members as provided by the By-Laws. All directors shall be either members of the Association who reside at Forest Green or shall be the authorized representative, officer, or an employee of a corporate member of the Association, or a designee of a Developer.

Section 4. Duration of Office. 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.

ARTICLE VIII

OFFICERS

Section 1. Officers Provided For The Corporation shall have a President, a Vice President, a Secretary-Treasurer and such other officers as the Board of Directors may from time to time elect.

Section 2. Initial Officers. The names and addresses of the initial officers of the Corporation, 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 and Treasurer:	
Charles E. Walters	3002 Southshore Circle Tallahassee, FL 32312-1819
Vice President:	
Jerome Zivan	P.O. Box 5220 Niceville, FL 32578-5220
Secretary:	
Kathy Walters	3002 Southshore Circle Tallahassee, FL 32312-1819

ARTICLE IX

BY-LAWS

The By-Laws of the Corporation shall be as adopted by the Board of Directors. Thereafter, the By-Laws may be amended, 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 Members acting by written consent without a meeting, or by the vote of a majority of a quorum of the Board of Directors. Neither the By-Laws nor these Articles of Incorporation may be amended so as to impair the rights of a Developer or change the capital contribution required from a Member without the prior written consent of both Developers.

ARTICLE X

INCORPORATOR

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

Charles E. Walters	3002 Southshore Circle Tallahassee, FL 32312-1819

ARTICLE XI

TRANSFER OF CONTROL

Control of the Corporation shall pass to the non-Developer Members (i.e. Members other than Charles E. Walters, Inc. and Land Venture Associates) at such time as fifty one (51) percent of the lots developed and to be developed in Forest Green are owned by persons other than LVA and Walters.

ARTICLE XII

INDEMNIFICATION

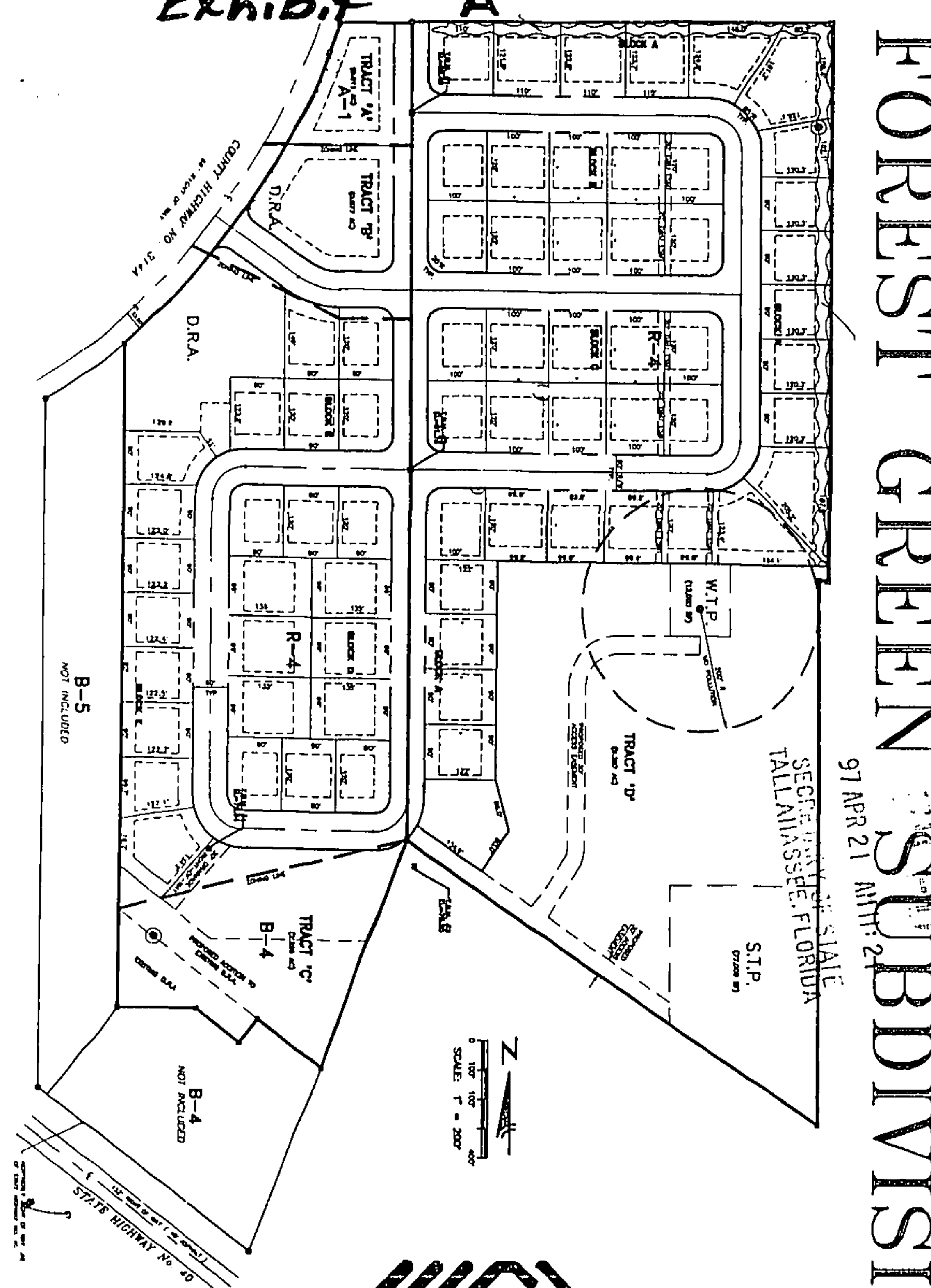
The Corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation.

IN WITNESS WHEREOF, the undersigned has executed theses Restated and Amended Articles of Incorporation of FOREST GREEN MERCHANTS AND HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, on this 21 day of April 1997.

Chas E Walters

CHARLES E. WALTERS, INCORPORATOR

Exhibit "A"



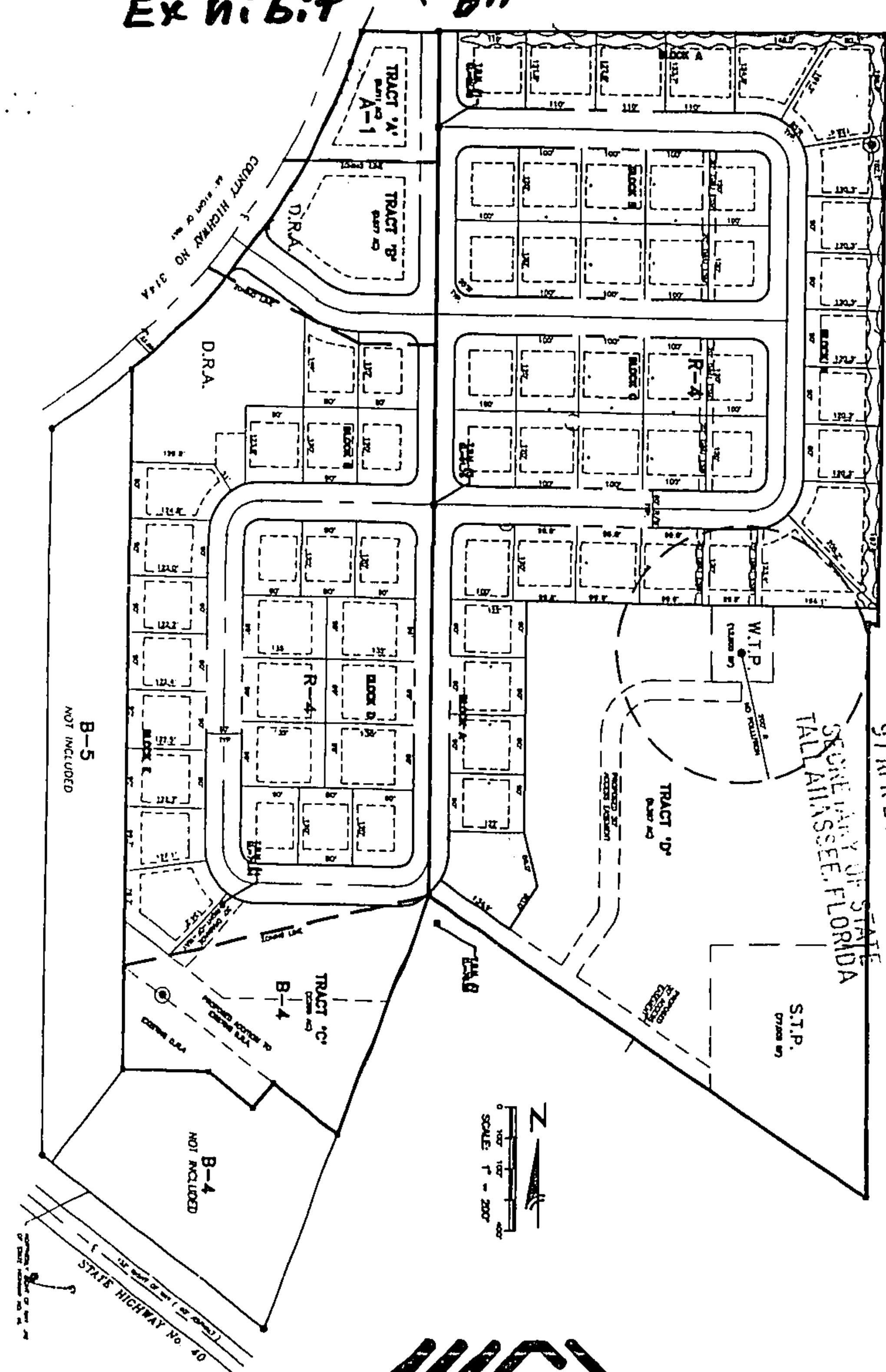
MILES CHRISTIAN ANDERSON CONSULTING ENGINEERS, INC.
CIVIL —— STRUCTURAL —— LAND PLANNING

1111 N.E. 25TH AVENUE, SUITE 401
OCALA, FLORIDA 34470

(352) 629-5591
FAX (352) 629-4402

Exhibit "B"

FOREST GREEN SUBDIVISION



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