

ARTICLES OF INCORPORATION
OF
FOREST RIDGE VILLAGE
PROPERTY OWNERS ASSOCIATION, INC.

TALLAHASSEE, FLORIDA
55 JUN 12 PM 11:13
FILED

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit pursuant to Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not-for-profit.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be FOREST RIDGE VILLAGE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of business to be conducted by the Association is to provide for maintenance, preservation and architectural control of the Property (as defined herein and in the Declaration) and any additions thereto, as well as, provide for certain road maintenance and to provide for the staff expenses, if any, of the Architectural Control Committee, establish assessments or charges to be levied against the Property, enforce any and all covenants and restrictions applicable to the Property, provide supplemental security services to the Property (such security services may be provided only as a means of supplementing governmental agencies, and expressly are not provided as a guarantee of safety or security to the Members, their guests, or others), provide for the operation and maintenance of the clubhouse, if any, and its surrounding grounds, and do any other things that in the opinion of the Board of Directors will promote the benefit and enjoyment of the owners of the Property within and around Forest Ridge Village, located in Citrus County, Florida, and herein described as that "Property" as defined in the Declaration of Covenants, Conditions and Restrictions for Forest Ridge Village, as it may be amended from time to time, recorded in the Public Records of Citrus County, Florida ("Declaration"), as well as any other properties which, may by and through the recordation of other documents, be brought under the authority and control of the Association. The Association is not organized for profit and no part of the net earnings, if any, shall inure for the benefit of any member, individual, person, firm or corporation.

Purpose: The purpose of the Association is to provide for maintenance, preservation and architectural control of the real property described in the Declaration for Forest Ridge Village, as amended from time to time (the "Existing Properties") and any additions thereto (The Existing Properties and any additions thereto may be referred to as the "Properties"); and, the purpose of the Association is to promote health, welfare, and harmony among

property owners and perform such other and further duties as may be imposed upon it, or assigned to it by Hampton Hills, or its successor, or its membership.

The Association shall indemnify and hold harmless the Board of Directors of the Association and each member thereof from any liability, loss claim, action or suit, including, but not limited to attorney's fees and costs arising from or by virtue of any action or failure to take action relative to their rights and duties as granted them by the Declaration for Forest Ridge Village, these Articles of Incorporation and the By-Laws of the Association, except willful or gross malfeasance or misfeasance taken. The Association shall not be required to indemnify the Board of Directors or any member thereof where an action is brought against the Board of Directors or such member by the Association and in which the Association is successful.

ARTICLE III POWERS

The Association shall have the power to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Forest Ridge Village, (herein "Declaration"), applicable to the Property, as described therein, and as the same may be amended from time to time as therein provided. Said Declaration being incorporated herein as if set forth at length.

B. Fix, levy, collect and enforce payment by any lawful means of any charges and assessments which the Association may impose pursuant to the recorded Declaration, and any amendments thereto, as well as agreements of undertakings by purchasers in the Property, for the supplemental maintenance, repairs and replacement of the public rights-of-way and appurtenances thereto that are located on the Property which can include but is not limited to landscaping, paving, drainage, street lighting, operate and maintain the clubhouse and its surrounding grounds, and other such purposes and activities which the Association may lawfully conduct. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

C. To have and to exercise all 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.

D. To borrow money, and with the assent of a majority of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE IV
MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Unit or Parcel, as defined in the Declaration, in the properties shall be a Member of the Association. For the purposes of this paragraph only, a record owner, in addition to as described hereinabove, shall be defined to mean any purchaser under an Agreement for Deed who is not in default of said Agreement for Deed, and all persons or entities who are obligated by the Declaration or amendments thereto to pay assessments to the Association or who by separate undertaking have agreed to pay such assessments shall be Members of the Association. The foregoing is not intended to nor shall it include any person or entity who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any such Parcel in the property.

ARTICLE V
VOTING RIGHTS

Each Owner of a Lot, Unit or Parcel (as defined in the Declaration and collectively referred to herein as "Parcel"), shall be entitled to one vote for each Parcel owned. Notwithstanding any provision to the contrary herein, Developer, as defined in the Declaration, shall have the right to vote, as set forth in the Declaration, at any meeting of the Members, until such sooner time as Developer's rights expire as set forth in the Declaration.

ARTICLE VI
MEETINGS OF MEMBERS

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. Unless otherwise set forth in the Declaration, or by statute, a quorum for the transaction of business at any meeting of the Members shall exist if twenty percent (20%) of the total number of Members in good standing shall be present at the meeting, in person or by proxy (if the required quorum is not present, another meeting may be called and the required quorum shall be ten percent (10%) of the members); provided, however, that so long as the Developer has the right to a majority of the votes at a meeting, only the Developer need be present at a meeting for the election of directors.

ARTICLE VII
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII
BY-LAWS

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

forth in the By-Laws.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation may be made by a 75% vote of the Board of Directors.

No amendment shall be made that is in conflict with the law or the Declaration, as amended from time to time.

ARTICLE X
NUMBER OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than three persons. The names and addresses of the original Directors shall be:

Stephen A. Tamposi
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

John E. Pastor
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

Lisa Bazemore
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

The Directors of the Corporation shall be elected at the annual meeting of the Members, as specified in the By-Laws. The election of Directors shall be by majority vote.

Any Director may be removed from office at any time with or without cause by the affirmative vote of the Members, except that the Directors elected or appointed by the Developer, as defined in the Declaration, may be removed only by the Developer.

**ARTICLE XI
SUBSCRIBERS**

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Stephan A. Tamposi
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

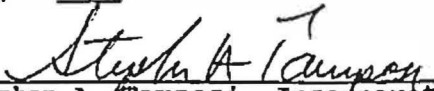
All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE XIII
REGISTERED AGENT**

The name and address of the appointed Registered Agent of the Corporation is:

Eric D. Abel
General Counsel
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

IN WITNESS WHEREOF, I, the undersigned Incorporator to these Articles of Incorporation have set my hand and seal this 5th day of December, 1994.



Stephen A. Tamposi, Incorporator

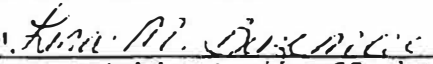
STATE OF FLORIDA
COUNTY OF CITRUS

I hereby certify that on this 5th day of December, 1994 before me an officer duly authorized personally appeared Stephen A. Tamposi, to me well known and personally known to be the person described in and who executed the foregoing instrument and that he acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid this the day and year last above written.



LISA M. BAZEMORE
My Commission CC334351
Expires Dec. 08, 1997
Bonded by HAI
800-422-1555

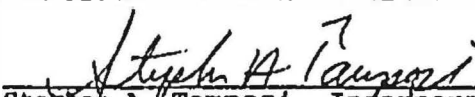


Notary Public
My Commission expires

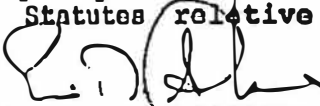
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034 FLORIDA STATUTES. The following is submitted:

That Forest Ridge Village Property Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2450 N. Citrus Hills Blvd., Hernando, Florida 34442, has named Eric D. Abel, Esq. as its agent to accept Service of Process within Florida.

DATED: 12/5/94


Stephen A. Tamposi, Incorporator

Having been named to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.


Eric D. Abel, Esq.
Registered Agent

FILED
55 JAN 12 AM 11:13
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION OF
FOREST RIDGE VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to the provisions of Fla. Stat. §617.1007 (1993), the undersigned corporation adopts the following Articles of Restatement of its Articles of Incorporation:

1. The name of the corporation is Forest Ridge Village Property Owners Association, Inc.
2. The Articles of Incorporation are hereby amended in several provisions, and are restated in their entirety, as follows:

See "Exhibit A," attached.

3. The foregoing amendments were adopted on the 20th day of March, 1995.
4. The foregoing amendments were duly approved and adopted by unanimous vote of the board of directors, in accordance with Fla. Stat. §617.1002 (1993), and the Articles of Incorporation, as amended. *No amendments were adopted which require member approval.*

Dated this 29th day of March, 1995.

Forest Ridge Village Property Owners Association, Inc.

By: Stephen A. Tampion
STEPHEN A. TAMPION, President

Attest:

By: John E. Pastor
JOHN E. PASTOR, Secretary

FILED
95 MAY -1 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten initials]

**ARTICLES OF INCORPORATION
OF
FOREST RIDGE VILLAGE
PROPERTY OWNERS ASSOCIATION, INC.**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit pursuant to Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not-for-profit.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be FOREST RIDGE VILLAGE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of business to be conducted by the Association is to provide for maintenance, preservation and architectural control of the Property (as defined herein and in the Declaration) and any additions thereto, as well as, provide for certain road maintenance and to provide for the staff expenses, if any, of the Architectural Control Committee, establish assessments or charges to be levied against the Property, enforce any and all covenants and restrictions applicable to the Property, provide supplemental security services to the Property (such security services may be provided only as a means of supplementing governmental agencies, and expressly are not provided as a guarantee of safety or security to the Members, their guests, or others), provide for the operation and maintenance of the clubhouse, if any, and its surrounding grounds, and do any other things that in the opinion of the Board of Directors will promote the benefit and enjoyment of the owners of the Property within and around Forest Ridge Village, located in Citrus County, Florida, and herein described as that "Property" as defined in the Declaration of Covenants, Conditions and Restrictions for Forest Ridge Village, as it may be amended from time to time, recorded in the Public Records of Citrus County, Florida ("Declaration"), as well as any other properties which, may by and through the recordation of other documents, be brought under the authority and control of the Association. The Association is not organized for profit and no part of the net earnings, if any, shall inure for the benefit of any member, individual, person, firm or corporation.

Purpose: The purpose of the Association is to provide for maintenance, preservation and architectural control of the real property described in the Declaration for Forest Ridge Village, as amended from time to time (the "Existing Properties") and any additions thereto (The Existing Properties and any additions thereto may be referred to as the "Properties"); and, the purpose of the Association is to promote health, welfare, and harmony among

property owners and perform such other and further duties as may be imposed upon it, or assigned to it by Hampton Hills, or its successor, or its membership.

The Association shall indemnify and hold harmless the Board of Directors of the Association and each member thereof from any liability, loss claim, action or suit, including, but not limited to attorney's fees and costs arising from or by virtue of any action or failure to take action relative to their rights and duties as granted them by the Declaration for Forest Ridge Village, these Articles of Incorporation and the By-Laws of the Association, except willful or gross malfeasance or misfeasance taken. The Association shall not be required to indemnify the Board of Directors or any member thereof where an action is brought against the Board of Directors or such member by the Association and in which the Association is successful.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with applicable Southwest Florida Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system, as required by law.

The Association shall levy and collect adequate assessments, as and when needed, against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE III POWERS

The Association shall have the power to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Forest Ridge Village, (herein "Declaration"), applicable to the Property, as described therein, and as the same may be amended from time to time as therein provided. Said Declaration being incorporated herein as if set forth at length.

B. Fix, levy, collect and enforce payment by any lawful means of any charges and assessments which the Association may impose pursuant to the recorded Declaration, and any amendments thereto, as well as agreements of undertakings by purchasers in the Property, for the supplemental maintenance, repairs and replacement of the public rights-of-way and appurtenances thereto that are located on the Property which can include but is not limited to landscaping, paving, drainage, street lighting, operate and maintain the clubhouse and its surrounding grounds, and other such purposes and activities which the Association may lawfully conduct. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of business, or purposes, of the Association, including all licenses, taxes or governmental

charges levied or imposed against the property of the Association.

C. To have and to exercise all 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.

D. To borrow money, and with the assent of a majority of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE IV MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Unit or Parcel, as defined in the Declaration, in the properties shall be a Member of the Association. For the purposes of this paragraph only, a record owner, in addition to as described hereinabove, shall be defined to mean any purchaser under an Agreement for Deed who is not in default of said Agreement for Deed, and all persons or entities who are obligated by the Declaration or amendments thereto to pay assessments to the Association or who by separate undertaking have agreed to pay such assessments shall be Members of the Association. The foregoing is not intended to nor shall it include any person or entity who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any such Parcel in the property.

ARTICLE V VOTING RIGHTS

Each Owner of a Lot, Unit or Parcel (as defined in the Declaration and collectively referred to herein as "Parcel"), shall be entitled to one vote for each Parcel owned. Notwithstanding any provision to the contrary herein, Developer, as defined in the Declaration, shall have the right to vote, as set forth in the Declaration, at any meeting of the Members, until such sooner time as Developer's rights expire as set forth in the Declaration.

ARTICLE VI MEETINGS OF MEMBERS

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. Unless otherwise set forth in the Declaration, or by statute, a quorum for the transaction of business at any meeting of the Members shall exist if twenty percent (20%) of the total number of Members in good standing shall be present at the meeting, in person or by proxy (if the required quorum is not present, another meeting may be called and the required quorum shall be ten percent (10%) of the members); provided, however, that so long as the Developer has the right to a majority of the votes at a meeting, only the Developer need be present at a meeting for the election of directors.

ARTICLE VII
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VIII
BY-LAWS

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

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation may be made by a 75% vote of the Board of Directors.

No amendment shall be made that is in conflict with the law or the Declaration, as amended from time to time.

ARTICLE X
NUMBER OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than three persons. The names and addresses of the original Directors shall be:

Stephen A. Tamposi
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

John E. Pastor
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

Lisa Bazemore
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

The Directors of the Corporation shall be elected at the annual meeting of the Members, as specified in the By-Laws. The election of Directors shall be by majority vote.

Any Director may be removed from office at any time with or without cause by the affirmative vote of the Members, except that the Directors elected or appointed by the Developer, as defined in

the Declaration, may be removed only by the Developer.

**ARTICLE XI
SUBSCRIBERS**

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Stephen A. Tamposi
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE XIII
REGISTERED AGENT**

The name and address of the appointed Registered Agent of the Corporation is:

Eric D. Abel
General Counsel
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

IN WITNESS WHEREOF, I, the undersigned Incorporator to these Articles of Incorporation have set my hand and seal this 29th day of MARCH, 19 95.

Stephen A. Tamposi
Stephen A. Tamposi, Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

I hereby certify that on this 29th day of MARCH, 19 95 before me an officer duly authorized personally appeared Stephen A. Tamposi, to me well known and personally known to be the person described in and who executed the foregoing instrument and that he acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid this the day and year last above written.



LISA M BAZEMORE
My Commission CC334351
Expires Dec. 06, 1997
Bonded by HAI
800-422-1553

Lisa M Bazemore
Notary Public LISA M BAZEMORE
My Commission expires

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034 FLORIDA STATUTES. The following is submitted:

That Forest Ridge Village Property Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2450 N. Citrus Hills Blvd., Hernando, Florida 34442, has named Eric D. Abel, Esq. as its agent to accept Service of Process within Florida.

DATED:

3/29/95

(s) Stephen A. Tamposi
Stephen A. Tamposi, Incorporator

Having been named to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

(s)
Eric D. Abel, Esq.
Registered Agent

FILED
01 MAR 15 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION OF
FOREST RIDGE VILLAGE PROPERTY OWNERS ASSOCIATION**

Pursuant to the provisions of Fla. Stat. §617, the undersigned corporation adopts the following Articles of Restatement of its Articles of Incorporation:

1. The name of the corporation is **Forest Ridge Village Property Owners Association, Inc.**
2. The Articles of Incorporation are hereby amended in several provisions, and are restated in their entirety, as follows:

See "Exhibit A," attached.

3. The foregoing amendments were adopted on the 10 day of FEBRUARY, 2001.
4. The foregoing amendments were duly approved and adopted by unanimous vote of the board of directors, in accordance with Fla. Stat. §617, and the Articles of Incorporation, as amended, and no member approval was required.

Dated this 10 day of FEBRUARY, 2001:

Forest Ridge Village Property Owners Association, Inc.

By: John S. Rowan
JOHN S. ROWAN, President

Attest:

By: Maureen Keady
MAUREEN KEADY, Secretary

**ARTICLES OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
FOREST RIDGE VILLAGE
PROPERTY OWNERS ASSOCIATION, INC.**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit pursuant to Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not-for-profit.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be FOREST RIDGE VILLAGE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of business to be conducted by the Association is to provide for maintenance, preservation and architectural control of the Property (as defined herein and in the Declaration) and any additions thereto, as well as, provide for certain road maintenance and to provide for the staff expenses, if any, of the Architectural Control Committee, establish assessments or charges to be levied against the Property, enforce any and all covenants and restrictions applicable to the Property, provide supplemental security services to the Property (such security services may be provided only as a means of supplementing governmental agencies, and expressly are not provided as a guarantee of safety or security to the Members, their guests, or others), provide for the operation and maintenance of the clubhouse, if any, and its surrounding grounds, and do any other things that in the opinion of the Board of Directors will promote the benefit and enjoyment of the owners of the Property within and around Forest Ridge Village, located in Citrus County, Florida, and herein described as that "Property" as defined in the Declaration of Covenants, Conditions and Restrictions for Forest Ridge Village, as it may be amended from time to time, recorded in the Public Records of Citrus County, Florida ("Declaration"), as well as any other properties which, may by and through the recordation of other documents, be brought under the authority and control of the Association. The Association is not organized for profit and no part of the net earnings, if any, shall inure for the benefit of any member, individual, person, firm or corporation.

Purpose: The purpose of the Association is to provide for maintenance, preservation and architectural control of the real property described in the Declaration for Forest Ridge Village, as amended from time to time (the "Existing Properties") and any additions thereto (The Existing Properties and any additions thereto may be referred to as the "Properties"); and, the purpose of the Association is to promote health, welfare, and harmony among property owners and perform such other and further duties as may be imposed upon it, or properly assigned to it by Hampton Hills, or its successor, or its membership.

The Association shall indemnify and hold harmless the Board of Directors of the Association and each member thereof from any liability, loss claim, action or suit, including, but not limited to attorney's fees and costs arising from or by virtue of any action or failure to take action relative to their rights and duties as granted them by the Declaration for Forest Ridge Village, these Articles

Exhibit² A

of Incorporation and the By-Laws of the Association, except willful or gross malfeasance or misfeasance taken. The Association shall not be required to indemnify the Board of Directors or any member thereof where an action is brought against the Board of Directors or such member by the Association and in which the Association is successful.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with applicable Southwest Florida Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system, as required by law.

The Association shall levy and collect adequate assessments, as and when needed, against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE III POWERS

The Association shall have the power to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Forest Ridge Village, (herein "Declaration"), applicable to the Property, as described therein, and as the same may be amended from time to time as therein provided. Said Declaration being incorporated herein as if set forth at length.

B. Fix, levy, collect and enforce payment by any lawful means of any charges and assessments which the Association may impose pursuant to the recorded Declaration, and any amendments thereto, as well as agreements of undertakings by purchasers in the Property, for the supplemental maintenance, repairs and replacement of the public rights-of-way and appurtenances thereto that are located on the Property which can include but is not limited to landscaping, paving, drainage, street lighting, operate and maintain the clubhouse and its surrounding grounds, and other such purposes and activities which the Association may lawfully conduct. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of business, or purposes, of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

C. To have and to exercise all 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.

D. To borrow money, and with the assent of a majority of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE IV MEMBERS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Unit or Parcel, as defined in the Declaration, in the properties shall be a Member of the Association.

For the purposes of this paragraph only, a record owner, in addition to as described hereinabove, shall be defined to mean any purchaser under an Agreement for Deed who is not in default of said Agreement for Deed, and all persons or entities who are obligated by the Declaration or amendments thereto to pay assessments to the Association or who by separate undertaking have agreed to pay such assessments shall be Members of the Association. The foregoing is not intended to nor shall it include any person or entity who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any such Parcel in the property.

ARTICLE V VOTING RIGHTS

Each Owner of a Lot, Unit or Parcel (as defined in the Declaration and collectively referred to herein as "Parcel"), shall be entitled to one vote for each Parcel owned. Notwithstanding any provision to the contrary herein, Developer, as defined in the Declaration, shall have the right to vote, as set forth in the Declaration, at any meeting of the Members, until such sooner time as Developer's rights expire as set forth in the Declaration.

ARTICLE VI MEETINGS OF MEMBERS

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. Unless otherwise set forth in the Declaration, or by statute, a quorum for the transaction of business at any meeting of the Members shall exist if twenty percent (20%) of the total number of Members in good standing shall be present at the meeting, in person or by proxy (if the required quorum is not present, another meeting may be called and the required quorum shall be ten percent (10%) of the members).

ARTICLE VII CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VIII BY-LAWS

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

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be made by a 75% vote of the Board of Directors.

No amendment shall be made that is in conflict with the law or the Declaration, as amended from time to time.

ARTICLE X
NUMBER OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than three persons. The names and addresses of the original Directors shall be:

Stephen A. Tamposi
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

John E. Pastor
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

Lisa Bazemore
2450 N. Citrus Hills Blvd.
Hernando, Florida 34442

The Directors of the Corporation shall be elected at the annual meeting of the Members, as specified in the By-Laws. The election of Directors shall be by majority vote.

Any Director may be removed from office at any time with or without cause by the affirmative vote of the Members.

ARTICLE XI
[Intentionally Deleted.]

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XIII
REGISTERED AGENT

The name and address of the appointed Registered Agent of the Corporation is:

Alvah L. Cox, Jr., CPA
c/o Joseph & Company, CPA, Inc.

2424 N. Essex Avenue
Hernando, FL 34442

IN WITNESS WHEREOF, I, the undersigned Incorporator to these Articles of Incorporation have set my hand and seal this 12 day of February, 2001.

John Rowan
John Rowan, President

Maureen Kiealy
Maureen Kiealy, Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTIONS 48.091 AND 607.034 FLORIDA STATUTES. The following is submitted:

That Forest Ridge Village Property Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: c/o Joseph & Company, CPA, Inc.
2424 N Essex Ave - Hernando Florida 34442, has named Alvah L. Cox, Jr., CPA as its agent to accept Service of Process within Florida.

DATED: 2/12/01 John Rowan
JOHN ROWAN, President

Having been named to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

Alvah L. Cox, Jr.
Alvah L. Cox, Jr., CPA
Registered Agent