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FLORIDA NON-PROFIT CORPORATION

Thornhill Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION
OF
THORNHILL HOMEOWNERS' ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation shall be **THORNHILL HOMEOWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

**ARTICLE II
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions for Thornhill ("Declaration") recorded in the Public Records of Orange County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, the Declaration or the Association Act. The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, (i) the ownership and maintenance of all Common Property, including the Surface Water Management System and Conservation Areas, (ii) the levy and collection of Assessments against Members of the Association, and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Declaration. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, directors or officers.

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ARTICLE IV
PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at c/o Ashton Orlando Residential, L.L.C., a Nevada limited liability company, whose address is 2450 Maitland Center Parkway, Suite 301, Maitland, Florida 32751.

ARTICLE V
REGISTERED OFFICE AND AGENT

Ashton Orlando Residential, L.L.C., a Nevada limited liability company, whose address is 2450 Maitland Center Parkway, Suite 301, Maitland, Florida 32751, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

6.1 Real property contributed to the Association without the receipt of other than nominal consideration by the Class C Member (or its predecessor in interest) shall be returned to the Class C Member (whether or not a Class C Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

6.2 Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board of Directors of the Association to be appropriate for such dedication, which authority is willing to accept such dedication, of any property and responsibilities of the Association, which association or governmental authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Surface Water Management System and Conservation Areas, such obligation must be transferred to and accepted by an entity which satisfies the requirements of Section 40E-4.361(3), Florida Administrative Code, and be approved by the SFWMD prior to dissolution. If no other association or governmental authority will accept such property and responsibilities then it will be conveyed to a trustee appointed by the Circuit Court of Orange County, Florida, which trustee shall sell such property free and clear of the limitations imposed hereby upon terms established by the Circuit Court of Orange County, Florida. That portion of the property consisting of the Surface Water Management System and Conservation Areas cannot be altered, changed or sold separate from the lands associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

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ARTICLE VII
MEMBERSHIP

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any rules and regulations promulgated by the Association, the Florida Not For Profit Corporation Act and the provisions of the Association Act.

ARTICLE VIII
VOTING RIGHTS

A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles of Incorporation, and the By-Laws of the Association, including, but not limited to, the following:

8.1 The Association shall have three (3) classes of voting membership as follows:

Class A. Class A Members shall be all Owners of Lots, with the exception of the Declarant (prior to Turnover). Class A Members shall be allocated one vote for each Lot in which they hold the interest required for membership in the Association pursuant to Article VII, above.

Class B. Class B Members shall be Owners of Residential Property, other than the Declarant (prior to Turnover), that has not been subdivided or platted into Lots. It is contemplated, but not required, that Class B Members shall be builders or developers who purchase an unsubdivided pod or parcel of land from Declarant with the intention of platting the pod or parcel into Lots. Class B Members shall be allocated one vote for each Unit planned for, or allocated to, such Residential Property pursuant to the Land Use Plan or any site plan or preliminary plat or subdivision plan approved by Declarant, whichever is more recent. Class B Members shall automatically become Class A Members as to any Lots created upon subdivision or platting of the pods or parcels upon which their Class B Membership is based.

Class C. The Class C Member shall be the Declarant, or its specifically designated (in writing) successor. The Class C Member shall be allocated a number of votes equal to three times the total number of Class A and Class B votes at any given time; provided, however, that Class C membership shall cease and become converted to Class A or B membership, as appropriate, upon Turnover of the Association as set forth in Article XI of the Declaration.

As and to the extent provided in the Declaration, any vote of the Members pertaining to Limited Common Property shall be decided by a vote of only those Members of the Association

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that have been identified by Declarant as being authorized and entitled to utilize and realize the benefits of the Limited Common Property.

8.2 Notwithstanding anything in the foregoing provisions of this Article VIII or the Bylaws of the Association to the contrary, and without regard to the number of votes allocated to the Declarant, the Declarant shall have the power at all times while the Declarant holds fee simple title to at least five percent (5%) of the total number of the combined Lots and Units within the Residential Property (in other words, 5% of the total number of votes in the Association), exercisable in Declarant's sole discretion, to elect at least one (1) director to the Board of Directors of the Association. Nothing contained in the foregoing, however, is intended, nor shall be deemed, to create any obligation upon the Declarant to exercise such right to elect such one (1) director.

8.3 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles of Incorporation, any provision of these Articles of Incorporation which requires the vote or approval of a majority or other specified fraction or percentage of the total voting power of the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting power of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws of the Association dealing with annual or special meetings of the Members of the Association.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting power of the Association.

ARTICLE IX **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors who shall be elected by the Members pursuant to the provisions of the Declaration and these Articles of Incorporation and following the procedures set forth in the Bylaws of the Association. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) nor more than seven (7), and shall always be an odd number (i.e., 3, 5, 7). Any increase or decrease in the number of directors shall require the affirmative vote of a majority of the voting interests of the Members at any Special Meeting of the Members called for the purpose of changing the number of directors of the Association. So long as there shall be a Class C Member, directors need not be Members of the Association and need not be residents of the State of Florida; thereafter, all directors, other than any director elected by the Declarant pursuant to Section 8.2 of these Articles of Incorporation, shall be Class A Members of the Association or designated representatives of Class B Members of the Association, and residents of the State of Florida. The term of office of the initial directors of the Association shall expire at the first meeting of Members at which directors are elected. The terms of office of all other directors will expire at the next annual meeting of Members following the election of such directors. Despite the expiration of a director's term, the director will continue to serve

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Any director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Members. The names and addresses of the persons who are to act in the capacity of initial directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Charles F. Harris, III	Ashton Orlando Residential, L.L.C. 2450 Maitland Center Parkway Suite 301 Maitland, Florida 32751
William Traback	Ashton Orlando Residential, L.L.C. 2450 Maitland Center Parkway Suite 301 Maitland, Florida 32751
Mary Gehrhardt	Ashton Orlando Residential, L.L.C. 2450 Maitland Center Parkway Suite 301 Maitland, Florida 32751

ARTICLE X OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be changed, amended or modified, at any time and from time to time, by the Members, as and to the extent provided in, and pursuant to the procedures set forth in, the Declaration.

ARTICLE XII INDEMNIFICATION

12.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he so

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reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, 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 these Articles.

ARTICLE XIII BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE XIV INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert M. Poppell	255 South Orange Avenue 17th Floor Orlando, Florida 32801

ARTICLE XV NON-STOCK CORPORATION

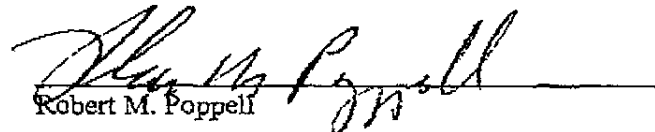
The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the

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Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation this 10th day of August 2005.

"INCORPORATOR"


Robert M. Poppell

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**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 720 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

THORNHILL HOMEOWNERS' ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 108 S. Court Avenue, Suite 300, Orlando, Florida 32801, has named Black Amber Florida, Inc., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

ASHTON ORLANDO RESIDENTIAL, L.L.C.,
a Nevada limited liability company

By: Mary Gerhardt
Name: MARY GERHARDT
Title: DIVISION CONTROLLER
Dated: August 9th, 2005