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Division of Corporations

MORAN & SHAMS P.A.

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Florida Department of State  
Division of Corporations  
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FLORIDA NON-PROFIT CORPORATION

Hawthorne Village Corporation of Apopka

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**ARTICLES OF INCORPORATION OF  
HAWTHORNE VILLAGE CORPORATION OF APOPKA**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A Florida Corporation Not for Profit**

We, the undersigned hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida applicable to Corporations Not for Profit under the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this Corporation is Hawthorne Village Corporation of Apopka, a Corporation Not for Profit.

**ARTICLE II  
CORPORATION Not for Profit**

This Corporation is organized pursuant to the Corporation Not for Profit Act of the State of Florida as set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III  
TERM**

This Corporation shall have perpetual existence.

**ARTICLE IV  
PRINCIPAL OFFICE**

The present address of the principal office and place of business of this Corporation is 235 E. 5<sup>th</sup> St., Apopka, Florida 32704 which address and place of business are subject to change from time to time by the Board of Directors. The street address of the registered office of this Corporation is 235 E. 5<sup>th</sup> St., Apopka, Florida 32704, and the name of the initial registered agent of this Corporation is H. Lewis Kellom. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the Corporation's registered agent.

**ARTICLE V  
PURPOSES**

The primary purpose of this Corporation is to own and operate a residential community as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provision(s) of any existing or future United States Internal Revenue laws. This Corporation will not carry on any activity that is not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or

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Hawthorne Village Corporation of Apopka

any other corresponding provision(s) of any or existing or future United States Internal Revenue law) or by corporate contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding provision(s) of any existing or future United States Internal Revenue law).

## ARTICLE VI POWERS

This Corporation shall exercise all the powers conferred by law upon corporations not for profit to the extent that such powers are not in conflict with the purposes of the Corporation or with the directions of policy of the Board of Directors. Notwithstanding anything herein to the contrary, the Corporation shall exercise its powers only in furtherance of its non profit purposes under Florida law and the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and all rules and regulations thereunder as the same now exist or as may hereafter be amended. In addition, but not by way of limitation, the Corporation shall have the following specific powers:

- a. Succession of its corporate name;
- b. To sue and be sued and appear and defend in all actions or proceedings in its corporate name to the same extent as a natural person;
- c. Adopt and use a common corporate seal and alter the same; however, that such seal will always contain the words "Corporation Not for Profit;"
- d. Elect or appoint such officers, agents, directors, and/or trustees as shall be required by its Board of Directors;
- e. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property;
- f. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or any interest therein, wherever situated as the Corporation may require to accomplish its objectives and purposes and not for pecuniary profit;
- g. Acquire any real and/or personal property and to convey, lease, exchange, transfer, or otherwise dispose of all or any part of the real and personal property of the Corporation;

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h. Engage in all endeavors which may be essential, necessary, or incident to the pursuit of or in connection with any of the purposes and objectives of the Corporation;

i. To have and exercise all powers granted under law and powers that may be necessary or convenient to effect any or all other purposes and objectives for which the Corporation is organized.

#### ARTICLE VII INCORPORATION

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

H. Lewis Kellom  
P.O. Box 761  
Apopka, FL 32703

#### ARTICLE VIII MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The government and management of this Corporation shall be vested in the Board of Directors initially consisting of three (3) persons. The number of Directors herein provided may be changed by the Bylaws duly adopted by the Board of Directors, which shall never be less than the number of Directors required under Florida law for a Corporation Not for Profit. The names and addresses of the first Board of Directors who shall serve in such capacity until their successors are duly elected or appointed are as follows:

H. Lewis Kellom  
P.O. Box 761  
Apopka, FL 32703

Lelia W. Allen  
400 S. Orange Ave., 6<sup>th</sup> Floor  
Orlando, FL 32801

Bonita S. McCoy  
235 E. 5<sup>th</sup> St.  
Apopka, FL 32703

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B. Officers. The Officers of this Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, one or more Assistant Secretaries, and one or more Assistant Treasurers. The number of Vice Presidents, Assistant Secretaries, and Assistant Treasurers may be fixed and determined by the Board of Directors from time to time. All the Officers and offices may be established or appointed by the Board of Directors at any meeting subject to notice as provided in the Bylaws. The qualifications of Officers, the time and manner of electing or appointing Officers, the duties of each Officer, and the terms of office and the manner or method of removing officers shall be as set forth in the Bylaws of this Corporation.

The Officers who are to serve until the first election of Officers by the Board of Directors are:

H. Lewis Kellom	President
Lelia W. Allen	Vice President
Bonita S. McCoy	Secretary/Treasurer

#### ARTICLE IX BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of the purposes as it may deem necessary from time to time. The Bylaws of this Corporation shall be adopted, altered, or amended or repealed by a majority vote of the Board of Directors present upon proper notice as may be provided by the Bylaws or by law at any regular meeting or special meeting called for that purpose. At any regular or special meeting of the Board of Directors, the Bylaws may be amended or repealed by a majority vote of the membership present at such meeting. No Bylaws shall be in conflict with these Articles of Incorporation.

#### ARTICLE X AMENDMENT

These Articles of Incorporation may be amended upon amendment proposed and adopted by a majority of the Board of Directors, after proper notice to each Board Member as provided under the Bylaws or by law.

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## ARTICLE XII DISSOLUTION

This Corporation may be dissolved by two-thirds vote of the Board of Directors or when the objectives for which the Corporation was organized have been fully accomplished, if ever. In the event of dissolution, the Corporation shall be dissolved in accordance with Florida law for Corporations Not for Profit, and the property of the Corporation shall be distributed to an organization(s) which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The undersigned, constituting the subscriber of this Corporation for the purposes of forming this Corporation Not for Profit was under the laws and jurisdiction of the State of Florida, have executed these Articles of Incorporation this 23rd day of December, 2002.

  
H. LEWIS KELLOM

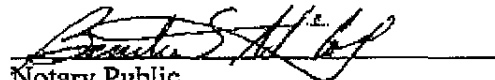
STATE OF FLORIDA  
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **H. Lewis Kellom**, who is known to me to be the person described in and who executed the foregoing, who acknowledged before me that he executed the same, and an oath was not taken. Said person is personally known to me ( ), or produced \_\_\_\_\_ as identification ( ).

Witness my hand and official seal in the County and State last aforesaid this 23rd day of December, 2002.



Bonita S. McCoy  
My Commission CC917709  
Expires March 12, 2004

  
Notary Public  
Print Name Bonita S. McCoy  
My Commission Expires: 3/12/04

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**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



H. Lewis Kellom  
Registered Agent  
Address: 235 E. 5<sup>th</sup> St.  
Apopka, FL 32703

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