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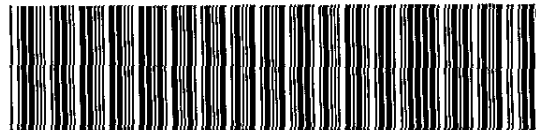
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W005-41338

B. McKnight SEP 15 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Thunder Ranch Property Owners
Association, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 6, 2005

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

CAPITAL CONNECTION, INC.

SUBJECT: THUNDER RANCH PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W05000041338

We have received your document for THUNDER RANCH PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 805A00055381

RE-SUBMIT
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FILE DATE

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05 SEP - 7 AM 9:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 8, 2005

CAPITAL CONNECTION, INC.

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

SUBJECT: THUNDER RANCH PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W05000041338

We have received your document for THUNDER RANCH PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 805A00055381

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
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05 SEP 14, AM 9:13
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THUNDER RANCH PROPERTY OWNERS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP - 2 PM 1:53

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 61, Florida Statutes, 1991, as amended, and do hereby certify:

ARTICLE I
Name

The name of the Corporation is THUNDER RANCH PROPERTY OWNERS' ASSOCIATION, INC., hereinafter called the "Association". The corporations principal and mailing address is 1329 Southwest South Macedo Boulevard, Port St. Lucie, Florida 34983.

ARTICLE II
Registered Agent

The name of the Registered Agent is Robert D. Wilson, and the Registered Office is 954 East Silver Springs Boulevard, Suite 101, Ocala, Florida 34470.

ARTICLE III
Declaration

All provisions in the Declaration of Covenants and Restrictions of Thunder Ranch (The "Declaration") to which a copy of the Articles are attached as Exhibit "A", are incorporated herein by reference and made a part hereof.

ARTICLE IV
Purpose and Definitions

Section 1. Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Thunder Ranch, and to facilitate and assure the maintenance and operation of the property as may be subjected to the terms of the Declaration pursuant to its terms. The Association shall operate, maintain and manage the surface water management system in a manner consistent with the St. Johns River Water Management District permit no. _____ 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 storm water management system.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

Section 3. Definitions. "Developer" or "Declarant" shall mean Thunder Ranch, LLC, a Florida Limited Liability Company and its successors in interest or assigns of all or, at the election of the Developer, substantially all of its interest in the Subject Property.

ARTICLE V

Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

- (a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Marion County, Florida, 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) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.
- (c) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.
- (d) To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Areas, including storm water and surface water drainage facilities and retention areas located within Thunder Ranch.
- (e) To manage, operate, maintain, repair and improve the Common Areas and any storm water or surface water management facility areas located within Thunder Ranch, or any property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services.
- (f) To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration or the Bylaws.
- (g) To enter into, make, perform or enforce contracts of every kind and description; and to all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.
- (h) To operate, maintain, and manage the surface water or storm water management systems located in Thunder Ranch in a manner consistent with the St. Johns River Water Management District Permit # _____ requirements and applicable district rules, and to assist in the enforcement of the restrictions and covenants contained therein.
- (i) To levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the surface water or storm water management systems located within Thunder Ranch.

ARTICLE VI
Membership

The Developer and every Owner of a lot as defined in the Declaration shall be a member of the Association. Except for the Developer, membership shall be appurtenant to and may not be separated from ownership of any lot. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE VII
Voting Rights

The voting rights in the Association shall be as follows:

(a) The Developer, so long as the Developer owns any lots within the Subject Property, shall be entitled to eight (8) votes for each lot owned.

(b) Each Owner of a lot shall be entitled to one (1) vote for each lot owned. When one or more persons holds an interest in any lot, all such persons shall be members of the Association, but in no event shall more than one vote be cast with respect to any single lot. In the event all of the Owners of a lot cannot agree on any vote, no vote shall be cast for such lot; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.

ARTICLE VIII
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than seven (7) persons who need not be members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of seven (7) by a majority vote of the Board of Directors.

The first election of Directors shall be held in accordance with the Bylaws. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of two years. Any Director may serve consecutive terms. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name

Address

Roger Winn

1329 Southwest South Macedo Boulevard
Port St. Lucie, Florida 34983

Ronald P. Winn

1329 Southwest South Macedo Boulevard
Port St. Lucie, Florida 34983

Dani R. Thompson

1329 Southwest South Macedo Boulevard
Port St. Lucie, Florida 34983

At any time a lot in the Subject Property is owned by Declarant (or its specific assignee of the right granted herein) the Declarant shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE IX

Assessments

The Directors are required to establish a proposed annual assessment to be levied against each lot sufficient to maintain, extend or improve, and for the express purpose of maintaining, extending, or improving the Common Areas, any other areas which are maintained or partially maintained by the Association, or any surface water or storm water management systems located within the Subject Property. Notice of the proposed annual assessment for the next ensuing year shall be provided by the Association to all members not less than fourteen (14) days nor more than sixty (60) days prior to an annual meeting of the members, which notice shall include the time and place for the proposed annual meeting [which shall be in Marion County, Florida]. At the annual meeting of the membership a proposed annual assessment (or any revised annual assessment provided that its total amount is not greater than the original proposed annual assessment included in the notice to the members) may be adopted by the affirmative vote of the Owners of not less than sixty percent (60%) of the lots within the Subject Property. The assessment so established may be levied and collected annually, quarterly, or monthly, at the sole discretion of the Directors. If, after the first annual assessment is adopted, a revised annual budget is not adopted at the annual meeting of the members at which a proposed annual assessment is considered, the annual assessment for the following year shall be the prior year's annual assessment.

Neither the Developer, as described in the Declaration, nor any lot owned by the Developer in the subdivision, shall be subject to any assessments, whether regular or special.

The Directors may, in their complete and sole discretion, propose a special assessment against the lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Subject Property. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special assessment (which shall be in Marion County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Owners of at least sixty percent (60%) of the lots within the Subject Property.

The Directors shall establish a separate interest bearing account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the Common Areas, roadways, and drainage retention areas within Thunder Ranch. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

The assessments collected by the Association in accordance with the provisions of this Article shall also be used, to the extent required, for the maintenance and repair of the surface water or storm water management systems, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE X Dissolution

In the event of the dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes.

Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida. In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management systems located within Thunder Ranch must be transferred to and accepted by an entity which would comply with the provisions of Section 40C-42.027, Florida Administrative Code (as amended), and must be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

ARTICLE XII Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 2. Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 3. Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the Members entitled to vote thereon.

Section 4. Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any surface water or storm water management system in Thunder Ranch shall be effective without the written consent of the St. Johns River Water Management System.

ARTICLE XIII

Subscribers

The name and street address of the subscriber and incorporator to these Articles of Incorporation is Roger Winn, 1329 Southwest South Macedo Boulevard, Port St. Lucie, Florida 34983.

ARTICLE XIV

Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
Roger Winn 1329 Southwest South Macedo Boulevard Port St. Lucie, Florida 34983	President
Ronald P. Winn 1329 Southwest South Macedo Boulevard Port St. Lucie, Florida 34983	Vice President
Dani R. Thompson 1329 Southwest South Macedo Boulevard Port St. Lucie, Florida 34983	Secretary/Treasurer

ARTICLE XV

Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all members of the Association.

ARTICLE XVI
Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Developer and every Director and ever officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVII
Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 30 day of AUG., 2005.

Thunder Ranch Property Owners' Association, Inc.

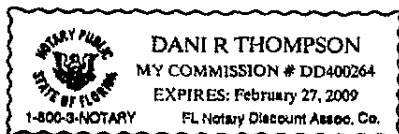
By [Signature]
Roger Winn, Director

STATE OF FLORIDA
COUNTY OF St. Lucie

The foregoing instrument was sworn to and subscribed before me this 30th day of August, 2005, by Roger Winn as Director for the above corporation Florida Corporation who is (a) ☒ personally known to me or (b) ☐ produced a driver license as identification.

Notary stamp or seal

[Signature]
Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Robert D. Wilson, whose address is 954 East Silver Springs Boulevard, Suite 101, Ocala, Florida 34470, the initial registered agent named in the Articles of Incorporation to accept service of process for Thunder Ranch Property Owners' Association, Inc., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated 8-30, 2005


Robert D. Wilson

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