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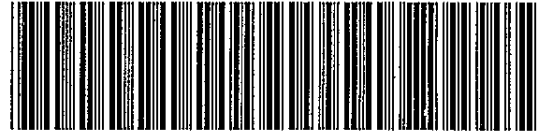
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2005 NOV 22 PM 3:55
TALLAHASSEE FLORIDA

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55-49009

11/22/05

BARRY L. MILLER *
JOSEPH E. SEAGLE **

** Admitted in the District of Columbia,
North Carolina, South Carolina, & Florida
* Admitted in Florida & Massachusetts

LAW OFFICES OF
BARRY L. MILLER, P.A.

ATTORNEYS AT LAW
11 North Summerlin Avenue
Orlando, Florida 32801
www.theclosingagent.com

Telephone: (407) 423-1700
Facsimile: (407) 425-3753

October 26, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Hawthorne Estates Homeowners Association, Inc.

2005 NOV 22 PM 3:55
TALLAHASSEE FLORIDA

To Whom it May Concern:

Enclosed are the Articles of Incorporation with one conformed copy regarding the above-referenced corporation. We have also enclosed a check in the amount of \$78.75 for the required filing fee. Please file these documents and return an acknowledgment to our office.

If you have any questions or concerns, please do not hesitate to contact me at 407-398-6919. Until then, I remain,

Cordially Yours,

BARRY L. MILLER, P.A.



Widalis Munoz
Paralegal

Enclosures:/as noted/



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED
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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

October 27, 2005

BARRY L. MILLER, ESQUIRE
11 NORTH SUMMERLIN AVENUE
ORLANDO, FL 32801

SUBJECT: HAWTHORNE ESTATES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W05000049009

We have received your document for HAWTHORNE ESTATES HOMEOWNERS 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6973.

Claretha Golden
Document Specialist
NEW FILINGS

Letter Number: 405A00065177

**ARTICLES OF INCORPORATION
OF
HAWTHORNE ESTATES HOMEOWNERS ASSOCIATION, INC.
OF SEMINOLE COUNTY**

A Florida Not-For-Profit Corporation

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, a resident of the State of Florida who is of full age, does hereby certify:

**ARTICLE I
Corporate Name**

The name of the Corporation is HAWTHORNE ESTATES HOMEOWNERS ASSOCIATION, INC. OF SEMINOLE COUNTY, a Florida not-for-profit corporation, hereinafter called the "Association."

**ARTICLE II
Address**

The initial mailing address of the Association shall be 870 Sunshine Lane, Altamonte Springs, Florida, 32714. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE III
Registered Agent**

Derek Sutton, whose address is 870 Sunshine Lane, Altamonte Springs, Florida, 32714, (Seminole County), is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors, or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as defined in the Declaration of Covenants, Conditions and Restrictions and amendments thereto, referred to hereinafter as the "Declaration") according to the provisions of the Declaration, within that certain plat of all phases now existing or hereafter formed, recorded among the public records of Seminole County, Florida, to wit:

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TALLAHASSEE FLORIDA

HAWTHORNE ESTATES, a residential planned unit development subdivision, according to the plat thereof as recorded or to be recorded in the Public Records of Seminole County, Florida.

To promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association;

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded in the Public Records of Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety;

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including but not limited to: all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association;

(i) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(j) To borrow money, and with the assent of two-thirds (2/3) of each class of 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,

(k) To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be

provided in the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation;

(m) To operate and maintain the Common Area and Common Property, specifically the surface water management system as permitted by the St. Johns River Water Management District, including all lakes, retention areas, culverts and related appurtenances, including, but not limited to, contracting for services to same by a maintenance company;

(n) The Association shall levy and collect adequate assessments against indebtedness of the Association for the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used for the maintenance and repair of tire surface water or stormwater management systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

ARTICLE V

Membership

Section 1. Membership Generally: No person except an Owner or a Developer, as such terms are defined in the Declaration, is entitled to membership in the Association; and all Owners and Developers, regardless of whether a Developer is also an Owner, shall be either Class A or Class B members of the Association, as provided in this Article.

Section 2. Class A Membership: Until termination of Class B membership, as provided in Section 3 of this Article, every Owner who holds record title to a residential lot that is subject to assessment under the Declaration, except a Developer, shall be a Class A member of the Association. Each Class A membership shall be appurtenant to the residential lot and shall be transferred automatically by a conveyance of record title to such lot. An Owner of more than one lot is entitled to one Class A membership for each residential lot to which such Owner holds record title. If more than one person holds an interest in any residential lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one residential lot. No person other than an Owner may be a Class A member of the Association, and a Class A membership may not be transferred except by transfer of record title to the residential lot to which it is appurtenant.

Section 3. Class B Membership: The Developer, as defined in the Declaration shall be a Class B member of the Association. The Class B membership shall terminate and be converted to Class A membership when seventy-five (75%) percent of the Lots have been sold by Declarant.

ARTICLE VI
Existence and Duration

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

ARTICLE VII
Board of Directors

The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association, and who shall be elected or appointed as set forth in the Bylaws of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name: Anthony J. Nicholson
Address: 870 Sunshine Lane
Altamonte Springs, FL 32714

Name: Derek Sutton
Address: 870 Sunshine Lane
Altamonte Springs, FL 32714

Name: Thomas J. Gray III
Address: 870 Sunshine Lane
Altamonte Springs, FL 32714

ARTICLE VIII
Amendments

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

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

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five (75%) percent of the votes of the entire membership of the Association. No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members. A copy of each amendment shall be certified by the Secretary of State.

ARTICLE IX
Incorporators

The name and address of the incorporator of these Articles of Incorporation are as follows:

Derek Sutton
870 Sunshine Lane
Altamonte Springs, Florida 32714

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the Incorporator of this Association, have executed these Articles of Incorporation this 15 day of November, 2005.

Derek Sutton
Derek Sutton, Incorporator

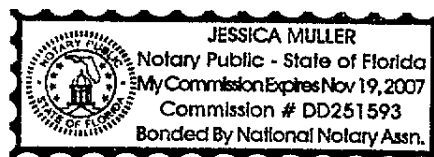
STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Derek Sutton, who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed this 15 day of November, 2005.

[Signature]

NOTARY PUBLIC, State of Florida

My Commission Expires:



FILED
2005 NOV 22 PM 3:55
CLERK OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent, in the State of Florida.

1. The name of the corporation is: **HAWTHORNE ESTATES HOMEOWNERS ASSOCIATION, INC. OF SEMINOLE COUNTY.**
2. The name and address of the registered agent and office is: **DEREK SUTTON, 870 SUNSHINE LANE, ALTAMONTE SPRINGS, FLORIDA, 32714.**

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Derek Sutton

Printed Name: Derek Sutton