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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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February 28, 2007

VIA CERTIFIED U.S. MAIL

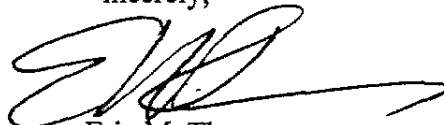
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Whitlock Homeowners Association of Dover, Inc.

Dear Sir or Madam:

Enclosed please find the executed Articles of Incorporation and Certificate Designating Registered Agent (original and two (2) copies) and the filing fee of \$87.50 for Whitlock Homeowners Association of Dover, Inc.. Please note we are requesting a Certified Copy and Certificate of Status for the Articles of Incorporation.

Sincerely,



Eric M. Thorn

Enclosures.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WHITLOCK HOMEOWNERS ASSOCIATION OF DOVER, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is WHITLOCK HOMEOWNERS ASSOCIATION OF DOVER, INC., hereinafter called the "Association."

ARTICLE II - PRINCIPAL OFFICE & REGISTERED AGENT

The principal office of this Association shall be located at 2206 Whitlock Place, Dover, FL 33527, which office may be changed from time to time by action of the Board of Directors as provided by law. The registered agent of the Association shall be JAMES A. JONES.

ARTICLE III - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties," described in that certain Declaration of Protective Covenants, Conditions and Restrictions of Whitlock Subdivision now or hereafter recorded among the Public Records of Hillsborough County, Florida, and any amendments or modifications thereof, herein called the "Declaration," relating to the properties and any additions thereto as may hereafter be brought the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

1) Exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

2) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

3) Acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

4) Borrow money, and upon two-thirds (2/3) vote 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;

5) Dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

6) Grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

7) Participate in mergers and consolidations with other nonprofit corporations organized for similar purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have been approved by two-thirds (2/3) vote of the members;

8) Adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

9) Contract for the maintenance and management of the Common Area, including but not limited to, any Surface Water Management System ("SWMS"), and, if desired, to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

10) Operate and maintain the SWMS, including all inlets, ditches, swab, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

11) To enforce by legal means the obligations of the members of the Corporation: the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof;

12) To adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

13) Have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power or privilege so granted.

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or documents of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership per Lot in which they hold an interest as described herein. When more than one person holds such an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE V – VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by these Articles, the Declaration and the Bylaws of the Association.

D. The voting rights, privileges and responsibilities of the Association members and directors shall be regulated by these Articles, the Declaration and the Bylaws of the Association.

E. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

ARTICLE VI – BOARD OF DIRECTORS / OFFICERS

This Association's affairs are managed by a Board of Directors composed of Four (4) Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, but at all times it must be an odd number of three (3) or more. Directors shall be members of the Association. The Directors named below shall serve until their successors are elected and qualified, unless they sooner shall die, resign or be removed. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. The term of office for all Directors shall be four (4) years. Each member may cast as many votes for each vacancy as each member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted.

The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
James A. Jones, President	2206 Whitlock Place Dover, FL 33527
Michael Higgins, Vice President	2207 Whitlock Place Dover, FL 33527
Sharon Leigh, Secretary/Treasurer	2112 Whitlock Place Dover, FL 33527
Al Thurow, Board Member	2103 Whitlock Place Dover, FL 33527

ARTICLE VII – INCOPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James A. Jones, President	2206 Whitlock Place Dover, FL 33527

ARTICLE VIII – DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of all members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association, including but not limited to any SWMS, 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 such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE IX – DURATION

This Association exists perpetually.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered, added to, or rescinded by the Members in the manner provided by the Bylaws and in conformity with the provisions of Chapter 617 or Chapter 720, Florida Statutes, as amended from time to time.

ARTICLE XI – AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, by a majority vote as follows:

(1) If the Board of Directors wish to amend the Articles, the Director must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual meeting or special meeting of members entitled to vote on the proposed amendment;

(2) Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote;

(3) The proposed amendment must be adopted by a majority of the members entitled to vote who are present at a meeting either in person or by proxy, at which a quorum is present; or

(4) Members entitled to vote on proposed amendments to the Articles may amend the Articles without action by the Directors at a meeting for which notice of the changes to be made is given and the assent of 75 percent (75%) of the entire membership.

B. Any number of amendments may be submitted and voted upon at any one meeting.

C. No amendment shall change the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of Florida and thereafter shall have been recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII – INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all costs, expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of him or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such director or officer may be entitled. The Association shall not indemnify such Director or Officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceedings to be liable for negligence or misconduct in the performance of his or her duty as such Director or Officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to final conclusion. In no event shall anything herein contained by construed as authorizing this Association to indemnify any such Director or Officer against any liability of the Association to which he or she would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her Office. The foregoing right of indemnification shall be in addition any other rights to which any such Director or Officer may be entitled as a matter of law, or otherwise.

ARTICLE XIII – INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions herein be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Subscriber and Incorporator of this Association, for the purpose of forming a Corporation Not for Profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to this Certificate of Incorporation and have executed these Articles of Incorporation, and have set my hand and seal has executed these Articles of Incorporation this 23rd day of February, 2007.



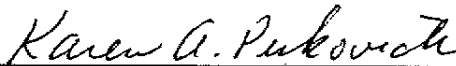
JAMES A. JONES,
Subscriber

STATE OF FLORIDA

COUNTY OF Hillsborough

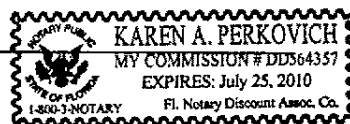
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth Above, personally appeared James A. Jones, personally known by me (or, if not personally known to me produced as proof of identity) who, being duly sworn according to the law, deposes and says that he is competent to contract and further acknowledges that he did subscribe to the foregoing ARTICLES OF INCORPORATION of the WHITLOCK HOMEOWNERS ASSOCIATION OF DOVER, INC. freely and voluntarily and for the purposes therein expressed. An oath was / was not taken.

Witness my hand and notary seal, this the 23rd day of February, 2007.



NOTARY PUBLIC

Print Name: _____



My commission expires: _____

Pursuant to §48.091, Florida Statutes, the following is submitted in compliance with said Act:


DESIGNATION

The WHITLOCK HOMEOWNERS ASSOCIATION OF DOVER, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, at 2206 Whitlock Place, Dover, FL 33527, County of Hillsborough, State of Florida, has named JAMES A. JONES, located at the aforementioned address, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WHITLOCK HOMEOWNERS ASSOCIATION OF DOVER, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such office open.

Dated this 23rd day of February, 2007.



JAMES A. JONES,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA