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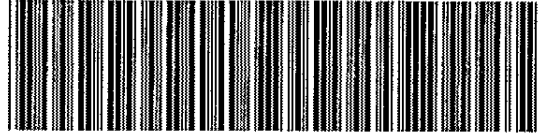
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July 26, 2007

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Thunderbird Hill South Unit II Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for Thunderbird Hill South Unit II Homeowners' Association, Inc., along with our check in the amount of \$78.75.

Please forward the certified copy to this office. Thank you for your assistance regarding this matter.

Sincerely,


Carol Gray, Paralegal to
James V. LoboZZo, Jr.

cg
enclosures

cc: Client

ARTICLES OF INCORPORATION

OF

**THUNDERBIRD HILL SOUTH UNIT II
HOMEOWNERS' ASSOCIATION, INC.**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

These are the Articles of Incorporation ("Articles") of Thunderbird Hill South Unit II Homeowners' Association, Inc., hereinafter called the "Association", a not for profit corporation under the laws of the State of Florida. These Articles are adopted for the purpose of governing the Association and incorporate by reference the terms and conditions of the Declarations of Restrictions recorded in the Official Records Book 1042, Page 423, in the Public Records of Highlands County, Florida ("Declarations"), and referred to herein.

Pursuant to the provisions and laws of the State of Florida, the undersigned certifies as follows:

ARTICLE I. NAME

The name of this corporation shall be Thunderbird Hill South Unit II Homeowners' Association, Inc., with its principal office located at 116 Sunbird Court, Sebring, Florida 33872. The Board may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE II. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes, hereinafter called the "Homeowners Association Act" for the operation of Thunderbird Hill South Unit II Homeowners' Association, Inc. to be created pursuant to the provisions Declarations and the Homeowners Association Act.

ARTICLE III. POWERS

The powers of the Association shall include and be governed by the following provisions:

- 3.1 The Association shall have the common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles of Incorporation for the Homeowners Associations Act.
- 3.2. The Association shall have all the powers and duties set for in the Homeowners Associations Act, these Articles and Declarations and its attending documents, and all the powers and duties reasonably necessary for the operation of the Homeowners Association.

- 3.3 All funds and titles of all properties acquired by the Association, and their proceeds, shall be held in trust for the members and in accordance with the Declarations of Restrictions, these Articles and the By-Laws, and costs, expenses, maintenance, care and upkeep of such properties for the benefit of the members shall be considered common expenses of the Homeowners Association.
- 3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations of Restrictions and the By-Laws.
- 3.5 Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exists or may hereafter be amended from time to time.
- 3.6 The Corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Corporation or to any other private individual. The Corporation shall have no power or authority to engage in activities which consist with carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- 3.7 The Corporation shall have no capital stock.

ARTICLE IV. MEMBERSHIP

The members of the Association shall consist of all of the property owners within the Association boundaries at the time of the formation of the Association, their successors and assigns.

- 4.1 Membership shall be acquired by recording in the Public Records of Highlands County, Florida, a deed or other instrument establishing record title to a property in the Association. The owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party owning more than one unit shall retain membership of the Association so long as he shall retain title to or is the ownership interest in any property.
- 4.2 The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his or her property.
- 4.3 On matters upon which a member shall be entitled to vote, there shall be one vote for each property, which vote shall be exercised or cast in such manner as may be provided in the By-Laws. Any person or entity owning to more than one property shall be entitled to one vote for each property owned.

ARTICLE V. EXISTENCE

Existence of the Association shall commence with the filings of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. The Association may be dissolved with the consent given in writing and signed by not less than seventy-five percent (75%) of the members. The Association may also be dissolved in the event of destruction of greater than fifty percent (50%) of the property within the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary and a Treasurer, and such other offices the Board shall from time to time may designate. One person may hold two offices excepting that the same person shall not hold the office of President and Treasurer. Officers of the Association shall be those set forth herein or elected by the Board at its first meeting following the annual meeting of the member of the Association, and shall serve at the pleasure of the Board. The names of the officers who shall serve until their successors are designated by the Board are as follows:

PRESIDENT:	LAMAR RITENOUR
VICE PRESIDENT:	SANDY SANBORN
SECRETARY:	THERESA SCHANTZSCHNEIDER
TREASURER:	SHARON HOUK
ALTERNATE:	BARBARA TODD

ARTICLE VII. DIRECTORS

- 7.1 The affairs of the Association shall be managed by a Board of Directors ("Board") who shall be members of the Association. The Board shall consist of not less than five (5) directors; provided however the Board shall always consist of an odd number of directors.
- 7.2 Board members of the Association shall be elected at the annual meeting of the members of the Association in a manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in a manner provided by the By-Laws.

- 7.3 The names and address of the members of the current Board who shall hold office until their successors are elected and who qualified or until removed are as follows:

NAME	ADDRESS
Lamar Ritenour	116 Sunbird Court, Sebring, FL 33872
Sandy Sanborn	1129 Sunbird Court, Sebring, FL 33872
Theresa Schantzschneider	1110 Sunbird Court, Sebring, FL 33872
Sharon Houk	1012 Sunbird Court, Sebring, FL 33872
Barbara Todd	1114 Sunbird Court, Sebring, FL 33872

ARTICLE VIII. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon by him or her in connection to any proceedings or the 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 he 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 or liability are incurred, except when a director or officer is adjudged guilty of malfeasance, malfeasance, or nonfeasance, or are found to have breached his or her fiduciary duties, in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer shall be entitled.

ARTICLE IX. BY-LAWS

The By-Laws shall be adopted by the Board and may be altered, amended, or rescinded in a manner provided herein.

ARTICLE X. AMENDMENT

These Articles shall be amended in the following manner:

- 10.1 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.
- 10.2 A resolution for the adoption of a proposed amendment may be proposed by the Board or by the members of the Association. A member may proposed such an amendment by

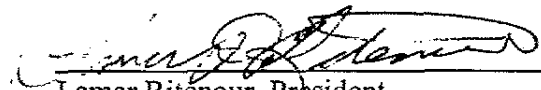
instrument in writing directed to any member of the Board, signed by not less than twenty percent (20%) of the membership. Amendments may be proposed by the Board by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or in the event of his refusal or failure to act for the Board, shall call a meeting of the membership to be held no sooner than fifteen (15) days and no later than sixty (60) days thereafter for the purpose of considering the amendment. Directors or members not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be by not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the entire membership of the Association.

- 10.3 Provided however that no amendment shall make any changes in the qualifications for membership or the voting rights of the members, or any change in Paragraph 3.3, without approval in writing by all members and the joinder of all record owners of mortgages on the Association property. No amendment shall be made that is in conflict with the Homeowners Association Act or the Declarations of Restrictions. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statute, and a copy certified by the Secretary of State shall be recorded in the Public Records of Highlands County, Florida.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The Association hereby designates as its registered office, 116 Sunbird Court, Sebring, Florida 33872, and its registered agent, Lamar Ritenour, who is located at the same address for service of process.

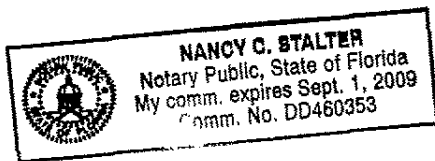
IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set my hand and seal this 21 day of July, 2007, for the purpose of forming this Homeowners Association under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.


Lamar Ritenour, President

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Lamar Ritenour, ☐ to me known to be the person described as subscriber in or ☐ who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 26th day of July, 2007.





Notary Public, State of Florida
Nancy Stalter

(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Lamar Ritenour, Registered Agent