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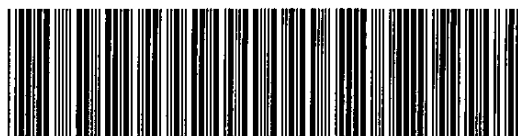
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APPROVED
AND
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07 OCT 19 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight OCT 22 2007

7655 WEST GULF TO LAKE HWY.
SUITE 6
CRYSTAL RIVER, FLORIDA 34429

Law Office of
CARL A. BERTOCH
A Professional Association

PHONE: 352/564-8220
FAX: 352/564-0617

NEW EMAIL:
elfountain@tampabay.rr.com

October 18, 2007

Department of State
Division of Corporations
Tallahassee, Florida 32399

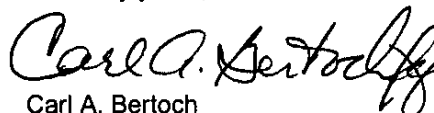
**RE: Avon Park Estates, Avon Park Estates – Unit II, Oak Ridge
Homeowner's Civic Association, Inc.**

Please file the enclosed Articles and return the filed document to this office. Our check in the amount of \$78.75 is enclosed.

Please call Lucy Fountain at 352 /564-8220 if you have any questions.

Thank you for your help.

Sincerely yours,


Carl A. Bertoch

Enclosure

CAB/lf

**ARTICLES OF INCORPORATION
OF
AVON PARK ESTATES, AVON PARK ESTATES - UNIT II, OAK
RIDGE, HOMEOWNER'S CIVIC ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be AVON PARK ESTATES, AVON PARK ESTATES - UNIT II, OAK RIDGE HOMEOWNER'S CIVIC ASSOCIATION, INC. which is hereafter referred to as "the Association".

**ARTICLE II
PURPOSES AND POWERS**

The objects and purposes of the Association are to preserve, protect and maintain the values of Highlands County properties and particularly for the benefit of owners of properties within the Avon Park Estates, Avon Park Estates – Unit II and Oak Ridge subdivisions within Highlands County, Florida.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

**ARTICLE III
MEMBERS**

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot in Avon Park Estates, Avon Park Estates Unit II or Oak Ridge shall be eligible to become a member of the Association.

Section 2. Voting Rights. The Association shall have one class of Membership, which shall be Class A Members.

(A) The Board of Directors shall have the authority to create honorary and/or special memberships without the obligation to pay dues as the Board of Directors may determine.

Section 3. Meetings of Membership. The By-Laws of the Association shall provide for an annual meeting of the Membership and may make provisions for regular and special meetings of the Membership other than the annual meeting. A Quorum for the transaction of business at any meeting of the Membership shall exist if the Membership having the power to cast not less than 33 1/3% of the votes of the Membership shall be present, either in person or by proxy, at the meeting.

ARTICLE IV
CORPORATE EXISTENCE

The Association shall have perpetual existence, provided that upon any dissolution of the Association its assets will be conveyed to an association or corporation organized for a similar purpose.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed and conducted by its Board of Directors, same to be elected pursuant to Section 2, below.

Section 2. Election of Directors. The Board of Directors shall consist of three (3) Members each to serve on a yearly basis with elections at each annual meeting.

Section 3 Election Meetings. The election of Directors shall occur at the annual meeting of the Membership or at such time as the Directors determine by a unanimous vote. However, in no event shall an election of Directors occur without a minimum of 30 days notice.

Section 4 Current Board of Directors. The current Board of Directors serving at the time of the amendment is as follows:

Steve Varchmin
2920 West Reeves Road
Avon Park, Florida 33825

Bruce Arowsow
600 Avon Estates Blvd.
Avon Park, Florida 33825

Cynthia Carmona
4125 Capri Street
Sebring, Florida 33872

Section 5 Vacancies. If a director shall for any reason cease to be a director, the Voting Member(s) having designated or elected such Director shall designate or elect, as applicable, a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI **OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. First Officers. The names and addresses of the first officers and the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
<u>President:</u>	
Bruce Arowsow	600 Avon Estates Blvd. Avon Park, Florida 33825
<u>Vice-President-Secretary:</u>	
Steve Varchmin	2920 West Reeves Road Avon Park, Florida 33825
<u>Vice-President-Treasurer:</u>	
Cynthia Carmona	4125 Capri Street Sebring, Florida 33872

ARTICLE VII **BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VIII **AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX **INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Name

Address

Carl A. Bertoch

7655 West Gulf to Lake Highway
Suite #6
Crystal River, Florida 34429

ARTICLE X **INDEMNIFICATION**

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue

or matter therein, he shall be indemnified against expenses (including attorney fees and appellate attorney fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipts of an undertaking by or on behalf of the directors, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. No judicial or administrative proceeding shall be commenced or prosecuted by the Association unless approved by a vote of seventy-five (75%) of the Voting Members. In the case of such a vote, and notwithstanding anything contained in the Declaration or these Articles of Incorporation or By-Laws of the Association to the contrary, a voting Member shall not vote in favor of bringing or prosecuting any such proceeding unless authorized to do so by a vote of seventy-five (75%) of all Members of the Neighborhood represented by the Voting Member. This Section shall not apply, however, to (a) actions brought by the provisions of the Declaration (including, without limitation, the foreclosure of liens), (b) the imposition and collection of Assessments as provided in Article VI of the Declaration, (c) proceedings involving challenges to ad valorem taxation, or (d) counterclaims brought by the Association in proceedings instituted against it. This Section shall not be amended unless such amendment is made by the Declarant or is approved by the percentage votes and pursuant to the same procedures, necessary to institute proceedings as provided above.

Section 6. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 7. The provisions of this Article X shall not be amended.

ARTICLE XI **REGISTERED AGENT**

Until changed, the name and address of the Registered Agent of this Corporation is:

NAME

ADDRESS

Carl A. Bertoch

7655 West Gulf to Lake Highway
Suite #6
Crystal River, Florida 34429

IN WITNESS WHEREOF, the said Incorporator has hereunto set her hand this 18th day of October, 2007.



Carl A. Bertoch

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 18th day of October, 2007.



NOTARY PUBLIC

My Commission Expires:



Era L. Fountain
My Commission DD287074
Expires March 08, 2008

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That, **AVON PARK ESTATES, AVON PARK ESTATES - UNIT II,
OAK RIDGE, HOMEOWNER'S CIVIC ASSOCIATION, INC.** desiring
to organize under the laws of the State of Florida, with its principal office at 2675 West
Morris Road, Avon Park, Florida 33825 has named Carl A. Bertoch P.A., located at
7655 West Gulf to Lake Highway, Suite 6, Crystal River, Florida 34429 as its statutory
registered agent to accept service of process within Florida.

Having been named the statutory registered agent for the above stated
corporation, at the place designated in this Certificate, I hereby accept the same and agree
to act in this capacity, and I further agree to comply with the provisions of Florida law
relative to the proper and complete performance of my duties.

DATED this 18TH day of October 2007.



CARL A. BERTOCH
Registered Agent

APPROVED
AND
FILED

07 OCT 19 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA