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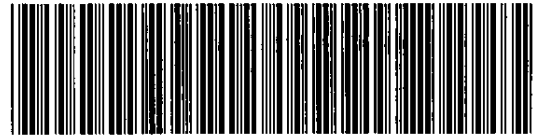
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DIVISION OF CORPORATE TAXES
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J 12/3/10

COVER LETTER

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

SUBJECT: Articles of Incorporation of High Country Annex Home Owners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SHERIAR K. KHORSANDIAN
Name (Printed or typed)

12029 HAZEN AVENUE
Address

THONOTOSASSA FLORIDA 33592-2822
City, State & Zip

813-830-7884
Daytime Telephone number

skhorsan@tampabay.rr.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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DIVISION OF CORPORATIONS
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RECEIVED

10 DEC -2 AM 11:13

FLORIDA DEPARTMENT OF STATE
Division of Corporations TALLAHASSEE, FLORIDA

November 18, 2010

SHERIAR K. KHORSANDIAN
12029 HAZEN AVENUE
THONOTOSASSA, FL 33592-2822

SUBJECT: HIGH COUNTRY ANNEX HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W10000054258

We have received your document for HIGH COUNTRY ANNEX HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation **if a 2011 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 corrected 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
Regulatory Specialist II
New Filing Section

Letter Number: 510A00027145

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE

01/03/11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
HIGH COUNTRY ANNEX HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not for Profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, as follows:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be HIGH COUNTRY ANNEX HOMEOWNERS' ASSOCIATION, INC., and shall be referred to in these Articles as the "Association."

ARTICLE II
PURPOSES

The general nature, objects and purposes of the Association are:

- A. To promote the health, safety, and social welfare of the owners of all units located within High Country Annex, a subdivision in the County of Pasco, Florida (the "subdivision").
- B. To maintain all portions of the Subdivision and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the "Declaration of Covenants, Conditions, Restrictions and Easements of High Country Annex" (the "Restrictions"), which is to be recorded in the Public Records of Hillsborough County, Florida.
- C. To carry out all of the duties and obligations assigned to it under the terms of the Restrictions.
- D. To operate without profit and for the sole and exclusive benefit of its members.

ARTICLE III

The general powers that the Association shall have are as follows:

- A. Purchase, accept, lease, or otherwise acquire title to, and hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects

and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

- B. To establish a budget and to fix assessments to be levied against all units which are subject to assessment pursuant to the Restrictions for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and reasonable annual reserve for anticipated major capital repairs, maintenance, improvements and replacements.
- C. To place liens against any lot subject to assessment for delinquent and unpaid assessments or charges and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments and charges for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.
- D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.
- E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreement in order to effectuate the purposes for which the Association is organized.
- F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.
- G. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.
- H. To pay all taxes and other charges or assessments, if any levied against property owned, leased, or used by the Association.
- I. To enforce by any all lawful means the provision of these Articles of Incorporation, the Bylaws, of the Association, which may be hereafter adopted, and the terms and provisions of the Restrictions.
- J. To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- K. In general, to have all powers, which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV **MEMBERS**

The members of this Association shall consist of all owners of units in the Subdivision. Owners of such units shall automatically become members upon acquisition of the title to their respective units.

The membership of any member in the Association shall automatically terminate upon conveyance of other

divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more units so long as such member owns at least one lot.

The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot, which is the basis of said member's membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become such party's name, address and lot number; provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The secretary may, but shall not be required to, search the Public Records of Pasco County or make other inquiry to determine the status and correctness of the list of members of the Association maintained by the Secretary and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE V VOTING

Voting: The Association shall have two (2) classes of voting membership.

- a) Class A. Class A members shall be all Owners and shall be entitled to one vote for each Lot owned; provided, however, so long as there is Class B membership, Developer shall not be a Class A member. When more than one person holds 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 (1) vote be cast with respect to any Lot. There shall be no split vote. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of the Association in order to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.
- b) Class B. The Class B member(s) shall be the Developer and shall be entitled to three (3) votes for each Lot owned. The class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership. .

ARTICLE VI BOARD OF DIRECTORS

- A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three or more than fifteen Directors. The Directors need not be members of the Association or residents of the State of Florida.
- B. All Directors shall be appointed by and shall serve at the pleasure of, a Florida corporation (the "Declarant"), its successors Or assigns, until the annual meeting of members in the year 2012. Commencing with said annual meeting and continuing thereafter until the "turnover" annual meeting of

members, Declarant shall have the right to appoint a majority of the Board of Directors. Commencing with the "turnover" annual meeting, all Directors shall be elected by the members. As used herein, the "turnover" annual meeting shall mean the first annual meeting of members following the date on which members other than Declarant for the first time own at least 75 percent of the units in the Subdivision or, if earlier, the date on which Declarant relinquishes its right to appoint a majority of the Board of Directors.

- C. All Directors who are not subject to appointment by Declarant shall be elected by the members. Elections shall be by plurality vote.
- D. Except as hereinafter provided, the term of each elected Director shall expire upon the election of said Director's successor at the next succeeding annual meeting of members. Commencing with the "turnover" annual meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes, shall serve two-year terms, and the other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one or two-year terms as may be appropriate to make even, or as nearly as even as possible, the number of directors serving one and two-year terms. Each elected Director shall serve until said Director's respective successor has been duly elected and qualified, or until said Director's earlier resignation, removal, or death.
- E. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Declarant, in Declarant's sole discretion.
- F. The names and addresses of the persons constituting the first Board of Directors are as follows:

SHERIAR K. KHORSANDIAN	12029 Hazen Avenue Thonotosassa, Fl 33592
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TO BE NAMED	ADDRESS
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TO BE NAMED	ADDRESS
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ARTICLE VII
OFFICERS

- A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but not other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the

Board of Directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

President	-	Sheriar K Khorsandian
Vice President, Treasurer	-	To Be Named
Secretary	-	To Be Named

ARTICLE VIII
CORPORATE EXISTENCE

The Association shall exist in perpetuity. In the event the Association is dissolved, the control of or right of access to the surface water management system facilities shall be conveyed or dedicated to the appropriate governmental unit or public utility, or in the event said governmental unit or public utility does not accept said conveyance or dedication, then the control of or right of access to the surface water management system facilities shall be conveyed or dedicated to a not for profit corporation substantially similar to the Association.

ARTICLE IX
BYLAWS

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended or rescinded by a majority vote of the Directors in the manner provided by such Bylaws.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by the affirmative vote of the holders of more than one-half of the total votes of the Association membership represented at any duly called members' meeting at which a quorum is present. No amendment affecting the rights of Declarant shall be effective without the prior written consent of Declarant.

ARTICLE XI
PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 12029 Hazen Avenue, Thonotosassa, Florida 33592.

ARTICLE XII
BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of the Restrictions, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all units subject to assessment, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget.

ARTICLE XIII
SUBSCRIBERS

The names and addresses of the Subscribers of these Articles are as follows:

SHERIAR K. KHORSANDIAN	12029 Hazen avenue Thonotosassa, Florida 33592
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TO BE NAMED	ADDRESS
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ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his or her own willful misconduct or, with respect to any criminal proceeding, his or her own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XV
DISSOLUTION OF THE ASSOCIATION

- A. Upon expiration of the term of the Restrictions, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total votes of the Association membership, and upon compliance with any applicable laws then in effect.
- B. Upon dissolution of the Association, subject to the provisions of Article VIII hereof, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:
 - 1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

- 2) Except as may be otherwise provided by the terms of the Restrictions, all remaining assets, or the proceeds from the sale of such assets, shall lie ", apportioned among the units in the Subdivision in equal shares, and the share of each shall be distributed to the then owners thereof.

**ARTICLE XVI
EFFECTIVE DATE FOR THE ARTICLES OF INCORPORTAION**

The effective date for the High Country Annex Home Owners' Association, Inc. is January 3, 2011.

**ARTICLE XVII
REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Name: Sheriar K Khorsandian
Address: 12029 Hazen Avenue
Thonotosassa, Florida 33592-2822

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**ARTICLE XVIII
INCORPORATOR**

The name and address of the Incorporator is:

Name: Sheriar K Khorsandian
Address: 12029 Hazen Avenue
Thonotosassa, Florida 33592-2822

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Sheriar K Khorsandian
Required signature of Registered Agent

11/8/2010
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony for in s.817.155, F.S.

Sheriar K Khorsandian
Required Signature of Incorporator

11/3/2010
Date

IN WITNESS WHEREOF, the aforesaid subscribers have hereunto set their hands and seals this 30 day of November, 2010.

Sheriar K Khorsandian
Sheriar K Khorsandian

STATE OF FLORIDA
COUNTY OF Hillsborough

I HEREBY CERTIFY that on this day 30th of November, 2010 before me, the undersigned authority, personally appeared, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, in the County and State and on the date aforesaid.

Tabitha M. Bonds
Notary Public

My Commission Expires: _____

(SEAL)

