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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SOLTERRA RESORT HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
SOLTERRA RESORT HOMEOWNERS ASSOCIATION, INC.  
(A Florida Corporation Not-for-Profit)**

The undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

**ARTICLE I  
NAME**

The name of the corporation is SOLTERRA RESORT HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address are the same as follows:

8875 Hidden River Parkway, Suite 150  
Tampa, FL 33637

**ARTICLE III  
PURPOSE OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residences and Common Area within that certain tract of property described in the Amended and Restated Declaration of Covenants, Conditions, Easements and Restrictions of SOLTERRA RESORT (the "Property"), recorded or to be recorded in the Public Records of Polk County, Florida (the "Declaration") as the same may be amended from time to time as therein provided and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

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**ARTICLE IV  
POWERS OF THE ASSOCIATION**

The general powers that the Association shall have include all proper acts, necessary or incidental, for the benefit and protection of the Association, to transact any lawful business, and to exercise all powers granted to Associations by the laws of Florida.

**ARTICLE V  
MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

**ARTICLE VI  
VOTING RIGHTS**

The Association shall have two classes of voting membership as follows:

**CLASS A.** Class A Members shall be all Owners, with the exception of Declarant, and shall be entitled to one vote for each Lot owned. When any Lot entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants by the entirety or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of the individual shall be considered to represent the will of all the Owners of that Lot. In the circumstance of such common ownership, if the Owners fail to designate their voting representative then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification, the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

**CLASS B.** The Class B Member(s) shall be Declarant and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership once Turnover has occurred in accordance with the terms of the Declaration.

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**ARTICLE VII**  
**BOARD OF DIRECTORS AND OFFICERS**

The affairs of the Association will be managed by a Board consisting of not less than three (3) and no more than five (5) directors. The number of directors may be changed by amendment of the bylaws of the Association ("Bylaws"). The method of election of directors is as stated in the Bylaws. The names and addresses of the persons who are to act in the capacity of directors and officers until the selection of their successors are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
James P. Harvey	Director and President	8875 Hidden River Parkway, Suite 150 Tampa, FL 33637
David Langhout	Director, Secretary, And Treasurer	8875 Hidden River Parkway, Suite 150 Tampa, FL 33637
Troy Simpson	Director	8875 Hidden River Parkway, Suite 150 Tampa, FL 33637

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

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

Scott A. Cookson, Esq.  
 Shuffield, Lowman & Wilson, P.A.  
 1000 Legion Place, Suite 1700  
 Orlando, FL 32801

**ARTICLE VII**  
**INCORPORATOR**

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

Scott A. Cookson, Esq.  
 Shuffield, Lowman & Wilson, P.A.  
 1000 Legion Place, Suite 1700  
 Orlando, FL 32801

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**ARTICLE VIII  
BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any annual meeting of the association, or at any special meeting duly called for such purpose by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

**ARTICLE IX  
INDEMNIFICATION**

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorneys fees incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE X  
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 XI  
AMENDMENTS**

These Articles of Incorporation may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of at least three-fourths (3/4) of the members eligible to vote. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform with the same.

**ARTICLE XII  
DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-

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42.027, F.A.C., and be approved in writing by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each Class of members. Upon dissolution of the Association, other than incidental 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 such similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on this 19 day of NOVEMBER, 2012.

  
SCOTT A. COOKSON  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

Date: Nov. 1<sup>ST</sup>, 2012

  
SCOTT A. COOKSON  
Registered Agent

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