

N140000002198

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DEPARTMENT OF STATE  
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Date: 2-26-20

Requestor Name: Carlton Fields

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Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct  
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO  
DEDUCT FROM ACCOUNT

\$ 52.50  
*more if needed*

Corporation Name: Sherman Hills Homeowners  
Association, INC.

Email Address: \_\_\_\_\_

Entity Number: N14 000002198

Authorization: Kim Pullen

☒ Amd. + Rest. Act.  
Certified Copy

☒ Certificate of Status

☐ New Filings

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☒ Amendments

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## AMENDED AND RESTATED ARTICLES OF INCORPORATION

### OF

#### SHERMAN HILLS HOMEOWNERS ASSOCIATION, INC.

(A Corporation Not for Profit)

These Amended and Restated Articles of Incorporation for a corporation not for profit are filed pursuant to Chapters 617 and 720, Florida Statutes, with the Secretary of State of the State of Florida.

#### ARTICLE I: NAME AND LOCATION

The name of this corporation shall be Sherman Hills Homeowners Association, Inc. (hereinafter referred to as the "Association"), and its Current office for the transaction of its affairs shall be Qualified Property Management 5901 US Highway 19, Suite 7 D New Port Richey, FL 34652.

#### ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of certain property owners in Sherman Hills (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions and Restrictions for the Community recorded in the public records of Hernando County, Florida (hereinafter referred to as the "Declaration"), as the same may in amended and restated from time to time, which purposes shall include, but not be limited to:

- a) 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;
- b) Fix, levy, collect and enforce payment, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration;
- c) Own and convey property;
- d) Establish rules and regulations;
- e) Sue and be sued;
- f) Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- g) Maintain, repair and replace Common Areas and Common Maintenance Areas as contemplated by the Declaration and enter into contracts for the provision of services to

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HERNANDO COUNTY, FLORIDA

maintain and operate the Common Areas and Common Maintenance Areas (including, but not limited to, the maintenance, repair and replacement of the surface water drainage and management system, in a manner consistent with the requirements of the Water Management District Permit and applicable Water Management District rules); and

h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

### **ARTICLE III: MEMBERSHIP AND VOTING RIGHTS**

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

B. If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Voting shall be accomplished in accordance with the applicable provisions of the By-Laws. There shall be no cumulative voting for Directors or any other matters.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

### **ARTICLE IV: TERM OF EXISTENCE**

The Association shall have perpetual existence.

### **ARTICLE V: INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is the following:

Jose Cuarta  
100 S. Ashley Street  
Suite 210  
Tampa, Florida 33602

### **ARTICLE VI: MANAGEMENT**

The affairs of the Corporation shall be managed by the Board, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or, if not fixed in the By-Laws, determined by the Board from time to time. Directors shall be

20 MAR -2 AM 11:58  
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elected for staggered two (2) year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board in the manner prescribed in the By-Laws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, Vice President, Secretary, Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers and Directors must be Members of the Association. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

#### **ARTICLE VII: INITIAL OFFICERS**

The names of the officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Dawn Vaux --- President  
Elizabeth Cabrera --- Secretary  
Claudine Duclos Earle--- Treasurer

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the current Board shall be five (5) and the names and mailing addresses of the members of such Board, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Dawn Vaux --- c/o Qualified Property Management 5901 US Highway 19, Suite 7 D  
New Port Richey, FL 34652

Elizabeth Cabrera --- c/o Qualified Property Management 5901 US Highway 19, Suite 7 D  
New Port Richey, FL 34652

Claudine Duclos Earle--- c/o Qualified Property Management 5901 US Highway 19, Suite 7  
D New Port Richey, FL 34652

Buddy Jimmerson --- c/o Qualified Property Management 5901 US Highway 19, Suite 7 D  
New Port Richey, FL 34652

The fifth director resigned and the position is not yet filled.

#### **ARTICLE IX: BY-LAWS**

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JANUARY 2020

The By-Laws of the Association have been adopted by the Board of Directors. The By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

#### **ARTICLE X: AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided by *Florida Statutes* for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total eligible voting interests.

(d) Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

(e) Notwithstanding the foregoing, no amendment which will affect any aspect of the surface water drainage and management system shall be effective without the prior written approval of the Southwest Florida Water Management District.

#### **ARTICLE XI: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Shumaker Loop & Kendrick, LLP  
c/o Jonathan Ellis  
101 E. Kennedy Blvd. Suite 2800  
Tampa, FL 33618

The above address is also the address of the registered office of the Association.

#### **ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Sherman Hills Homeowners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

Electronic Signature of Registered Agent: *Jonathan J. Ellis*

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**CERTIFICATE OF APPROVAL FOR RESTATED ARTICLES OF  
INCORPORATION**

Pursuant to F.S. 617.1007, the undersigned certifies that Board of Directors for Sherman Hills Homeowners Association, Inc. adopted these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation do not contain amendments requiring membership approval. These duly adopted Amended and Restated Articles of Incorporation are intended to supersede the original Articles of Incorporation for Sherman Hills Homeowners Association, Inc. and all amendments to them.

**SHERMAN HILLS OF HERNANDO COUNTY  
HOMEOWNERS ASSOCIATION, INC.**

a Florida not for profit corporation

By: \_\_\_\_\_

Name: Dawn Vaux

Title: President

The above Amended and Restated Articles of Incorporation of Sherman Hills Homeowners Association, Inc., were adopted on February 20, 2020.

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