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Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION
THORNBROOKE HOMEOWNERS ASSOCIATION, INC.

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Corporate Filing Menu

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**ARTICLES OF INCORPORATION
FOR
THORNBROOKE HOMEOWNERS ASSOCIATION, INC.**

**A Corporation Not-for-Profit
Under the Laws of the State of Florida**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**1
NAME**

The name of the corporation is THORNBROOKE HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws." The terms used in these Articles shall have the meanings set forth in the Declaration of Covenants and Restrictions for the Thornbrooke Homeowners Association, Inc. recorded in the Public Records of Seminole County Florida, as amended and/or supplemented from time to time.

**2
OFFICE**

The principal office and mailing address of the Association shall be at 151 Southhall Lane, Suite 200, Maitland, Florida 32751 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

**3
REGISTERED AGENT**

The initial registered agent is NRAI Services, Inc. whose address is 1200 South Pine Island Road, Plantation, Florida 33324, or at such other place as the Board of Directors may from time to time designate.

**4
PURPOSE**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for the Thornbrooke Homeowners Association, Inc. recorded in the Public Records of Seminole County Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values in the Property and to maintain the Common Area thereof for the benefit of the Owners who become members of the Association.

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5
POWERS

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

- 5.1 General. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the Laws of Florida (which are in effect at the time of filing of these Articles) except as expressly limited or restricted by applicable law, the terms of these Articles, the Declaration or the By-Laws.
- 5.2 Enumeration. In addition to the powers set forth in Section 5.1 above, the Association shall have all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against members as Owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties, including without limitation for the maintenance and operation of the Surface Water Management System, including but not limited to work within the retention areas, drainage structures or drainage easements.
 - (b) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration; provided, however, the Common Area may not be mortgaged without the consent of the Owners with voting power representing two-thirds (2/3rds) of the votes.
 - (c) To maintain, repair, replace, reconstruct, add to and operate the Common Area and other property to be maintained by the Association pursuant to the Declaration.
 - (d) To purchase insurance upon the Common Area, insurance for the protection of the Association, its officers, directors and Owners, and other insurance required or permitted by the Declaration.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners.
 - (f) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, the rules and regulations for the use of the Common Area and applicable law.
 - (g) To contract for the management and maintenance of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the Common Area with such funds as shall be made available by the Association for such purposes. The Association and its officers

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shall, however, retain at all times the powers and duties to make assessments, promulgate rules and execute contracts on behalf of the Association.

- (h) To employ personnel to perform the services required for the proper operation and maintenance of the Common Area.
 - (i) To execute all documents or consents, on behalf of all Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Owner, by acceptance of the deed to such Owner's Unit or Lot and each Mortgagee of an Owner by acceptance of a lien on said Unit or Lot, appoints and designates the President of the Association as such Owner's agent and attorney-in-fact to execute any and all such documents or consents.
 - (j) To operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the requirements of District Permit No. 40-117-115614-1 and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.
 - (k) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System.
 - (l) Such assessments, as set forth in Section 5.2(k) above, shall be used for the maintenance and repair of the Stormwater Management Systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.
- 5.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws. The Association shall have the power to transfer title to the Common Areas to another not-for-profit corporation in which the members of this Association are also the members.
- 5.4 Distribution of Income. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers.
- 5.5 Dissolution. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which complies with Rule 62-330.310, Florida Administrative Code, and Applicant's Handbook Volume I, Section 12.3, and be approved by the Agency prior to such termination, dissolution or liquidation.
- 5.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of the Declaration and By-Laws. The provisions of the Declaration shall

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control over those of the Articles and By-Laws; the provisions of the Articles shall control over the provisions of the By-Laws.

6

MEMBERS

- 6.1 Membership. The members of the Association shall consist of the record title owners of Lots or Units within the Property from time to time, which membership shall be appurtenant to and inseparable from ownership of the Lot or Unit.
- 6.2 Assignment. The share 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 or Unit for which that share is held.
- 6.3 Classes of Memberships and Voting Rights. The Association shall have two (2) classes of voting membership:
- (a) Class A Members shall be all Owners, with the exception of the "Declarant" (as long as the Class B Membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify). Each Class A Member shall have one (1) vote for each Lot owned by such member.
- (b) Class B Member. The Class B Member shall be Taylor Morrison of Florida, Inc. (the "Declarant"), who shall be entitled to three (3) votes for each Lot owned by the Declarant. The Class B Member will also include any successors or assigns of the named Class B Member if the Declarant's rights are expressly assigned to such successor or assign. The Class B Membership shall cease and be converted to Class A Membership on the happening of any of the following events: ("Turnover"):
- (1) When the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership;
- (2) Three (3) months after ninety percent (90%) of the Lots have been conveyed to members of the Association other than the Declarant;
- (3) In accordance with the turnover rules or requirements of the Act (if sooner than (2) above); or
- (4) Such earlier date as the Declarant may choose to terminate the Class B Membership upon notice to the Association.

All votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. After Turnover, the Class A Members may vote to elect the majority of the members of the Board. For the purposes of this Article, builders, contractors or others who purchase a Lot for the purpose of the constructing improvements thereon for resale shall not be deemed to be Class A Members. After Turnover, for so long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots within the Property, the Declarant may elect at least one (1) Director. After Turnover, the Declarant will be a Class A Member with respect to the Lots which it owns and shall have all rights and obligations of a Class A Member,

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except that it may not cast its votes for the purpose of reacquiring control of the Association.

7

INCORPORATOR

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

Ellen Avery-Smith	201 South Orange Avenue Suite 720, Orlando, Florida 32801
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8

TERM OF EXISTENCE

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.

9

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME:	ADDRESS:
President: Shelley S. Kaercher	151 Southall Lane, Suite 200 Maitland, Florida 32751
Vice President: Esperanza Maxon	151 Southall Lane, Suite 200 Maitland, Florida 32751
Secretary/Treasurer: Chris Tyree	151 Southall Lane, Suite 200 Maitland, Florida 32751

10

DIRECTORS

10.1 Number and Qualification. The property, business and affairs of the Association shall be

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managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Prior to Turnover, Directors need not be members of the Association.

- 10.2 Duties and Powers. All of the duties and powers of the Association existing under the law, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required.
- 10.3 Election and Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 10.4 Term of Declarant's Directors. The Declarant shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
- 10.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Shelley S. Kaercher	151 Southall Lane, Suite 200 Maitland, Florida 32751
Esperanza Maxon	151 Southall Lane, Suite 200 Maitland, Florida 32751
Chris Tyree	151 Southall Lane, Suite 200 Maitland, Florida 32751

- 10.6 Standards. A director shall discharge his duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a director has knowledge concerning a matter in question that makes reliance unwarranted, a director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or a Committee of which the director is not a member if the director reasonably believes the Committee merits confidence. A director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his

H14000072686

H14000072686

office in compliance with the foregoing standards.

11

INDEMNIFICATION PROVISIONS

- 11.1 Except as provided in Section 617.0834, Florida Statutes, the indemnification provisions of Section 607.0831 Florida Statutes and Section 607.0850, Florida Statutes shall apply to this Association pursuant to the provisions of Section 617.0831, Florida Statutes. However, for purposes of indemnification, the term "Director" does not include a director appointed by the Declarant to the board of directors of this Association.

12

BYLAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

13

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- 13.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapters 617 and 720, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 13.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapters 617 and 720, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act); provided that in all events such amendments shall be approved by the Owners representing two thirds (2/3rds) of the votes of the members of the Association who have voting power at the time of such amendment.
- 13.3 Declarant Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.
- 13.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Seminole County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration are recorded which contains, as an exhibit, the initial recording of these Articles.

14

**INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at 1200 South Pine Island Road, Plantation Road, Plantation, Florida 33324 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Kristin Rahm, NRAI Services, Inc.

IN WITNESS WHEREOF, the Incorporator has affixed her signature the day and year set forth below.

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Incorporator

Dated this 26th day of March, 2014.

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 desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Seminole, State of Florida, the Association named in the said articles has named NRAI Services, Inc., whose address is 1200 South Pine Island Road, Plantation, Florida 33324 as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Kristen Rahm, Assistant Secretary to NRAI
Services, Inc., Registered Agent

DATED this 14th day of March, 2014

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