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FLORIDA PROFIT/NON PROFIT CORPORATION
BROWNSTONES AT THORNTON PARK HOMEOWNERS
ASSOCIATION

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10/24/14

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**ARTICLES OF INCORPORATION
OF
BROWNSTONES AT THORNTON PARK HOMEOWNERS ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION**

In accordance with Chapter 617 of the Florida Statutes, the undersigned hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is BROWNSTONES AT THORNTON PARK HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

**ARTICLE II
DURATION**

Existence of the Association commenced with the filing of the original Articles of Incorporation with the Florida Secretary of State. The Association shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions for Brownstones at Thornton Park ("Declaration") recorded in the Public Records of Orange County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, the Declaration or the Association Act. The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, (i) the ownership and maintenance of all Common Property, including the Surface Water Management System, (ii) the levy and collection of Assessments against Members of the Association, which Assessments shall be used, among other things, for the maintenance and repair of the Surface Water Management System, including but not limited to work within retention areas, drainage structures and drainage easements, and be adequate to cover the maintenance and operation of the Surface Water Management System, and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Declaration. The Association shall operate, maintain and manage

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the Surface Water Management System in a manner consistent with the requirements of SJRWMD Permits and applicable SJRWMD rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration and herein. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Directors or Officers (as that term is defined in the Bylaws).

ARTICLE IV PRINCIPAL OFFICE

The principal office and mailing address of the Association is 124 Terra Mango Loop, Suite A, Orlando, Florida 32835.

ARTICLE V REGISTERED OFFICE AND AGENT

Franco Scala, whose address is 124 Terra Mango Loop, Suite A, Orlando, Florida 32835, is the current registered agent of the Association and the registered office shall be at said address.

ARTICLE VI DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following matter:

6.1 Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board to be appropriate for such dedication, which authority is willing to accept such dedication of all property and responsibilities of the Association, which association or governmental authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Surface Water Management System, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water of Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. If no other association or governmental authority will accept such property and responsibilities then it will be conveyed to a trustee appointed by the Circuit Court of Orange County, Florida, which trustee shall sell such property free and clear of the limitations imposed hereby upon terms established by the Circuit Court of Orange County, Florida. That portion of the property consisting of the Surface Water Management System cannot be altered, changed or sold separate from the lands associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such

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property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

ARTICLE VII MEMBERSHIP

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any Rules and Regulations promulgated by the Association, the Florida Not For Profit Corporation Act and the provisions of the Association Act.

ARTICLE VIII VOTING RIGHTS

8.1 The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Developer (as defined in the Declaration), and shall be entitled to five (5) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (a) three (3) months after ninety percent (90 %) of the Lots have been conveyed to Class A Members;
- (b) ten (10) years from the date when the first Lot is conveyed to an individual purchaser; or
- (c) such earlier date as the Developer may elect, in Developer's sole discretion.

8.2 A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles of Incorporation, and the Bylaws.

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8.3 Unless elsewhere specifically provided to the contrary in the Declaration of these Articles of Incorporation, any provision of the Declaration, these Articles or the Bylaws which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting interests of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with annual or special meetings of the Members of the Association.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting interests of the Association.

8.4 Except as provided otherwise in the Declaration or these Articles, a quorum at meetings shall consist of thirty percent (30 %) of the total voting interests in the Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Declaration, if a quorum is present, the affirmative vote of a majority of voting interests represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater vote is required by the Declaration, the Articles of Incorporation, these Bylaws, or by Florida law. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the voting interests of such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Articles of Incorporation, in the Declaration, or otherwise required by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting of any adjournment thereof.

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the Board of Directors shall be three (3). The names and addresses of the persons who are to act in the capacity of Directors until the election and qualification of their successors are:

Name
Franco Scala

Address
124 Terra Mango Loop, Suite A
Orlando, Florida 32835

Jim Heistand

124 Terra Mango Loop, Suite A
Orlando, Florida 32835

Padgett McCormick

124 Terra Mango Loop, Suite A
Orlando, Florida 32835

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**ARTICLE X
OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Franco Scala	124 Terra Mango Loop, Suite A Orlando, Florida 32835
Jim Heistand	124 Terra Mango Loop, Suite A Orlando, Florida 32835
Padgett McCormick	124 Terra Mango Loop, Suite A Orlando, Florida 32835

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**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be changed, amended or modified at any time and from time to time, by the Members or the Developer, if applicable, in the same manner as the Members and the Developer may change, amend or modify the Declaration, as set forth in the Declaration.

**ARTICLE XII
INDEMNIFICATION**

12.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, of any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association.

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The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, 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 these Articles.

ARTICLE XIII BYLAWS


The Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE XIV NON-STOCK CORPORATION


The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation as Incorporator this 23rd day of October, 2014.

WITNESSES:


 Nicole Latham Carolan
 Janet Z. Mundick
 Janet G. Hurdick

F & J DEVELOPERS, a Florida limited liability company

By: 
 Print Name: Franco
 Title: MANAGER

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STATE OF FLORIDA
COUNTY OF ORANGE:

I HEREBY CERTIFY that on this day personally appeared before me,
Franco Scala as Manager of F & J DEVELOPERS, LLC, a Florida
limited liability company, on behalf of said limited liability company, to me well known to be
the person described in and who executed the foregoing instrument and he/she acknowledged
before me that he/she executed the same on behalf of the company.

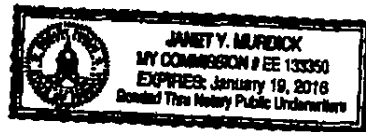
WITNESS my hand and official seal this 23rd day of October, 2014.

Janet Y. Murdock
Notary Public, State of Florida

My commission expires: _____

(Seal)

(NOTARIAL SEAL)



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TALLAHASSEE, FLORIDA

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