

3/25/2020

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****Homeowners' Association of Sand Hill Cove, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**HOMEOWNERS' ASSOCIATION OF SAND HILL COVE, INC.**  
**A Florida Non-Profit Corporation**

In compliance with the requirements of Chapter 617, Florida Statutes, as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Non-Profit corporation, and do hereby certify that:

**ARTICLE I**

**NAME**

The name of the corporation is HOMEOWNERS' ASSOCIATION OF SAND HILL COVE, INC., hereinafter called the "Association."

**ARTICLE II**

**ADDRESS**

The street address of the initial principal office of the Association is 5260 Willow Lake Court, Sarasota, FL 34233, and the mailing address of the Association is 5260 Willow Lake Court, Sarasota, FL 34233.

**ARTICLE III**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the member thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residential lots and dwellings and Common Areas within that certain tract of property described on Exhibit "A" attached hereto to enforce the "Declaration of Protective Covenants, Conditions and Restrictions for "SAND HILL COVE," and to promote the health, safety and welfare of the residents within the above described property, and for these purposes 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 that certain Declaration of Protective Covenants, Conditions and Restrictions for SAND HILL COVE, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court, Sarasota County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect, and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

C. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. Borrow money, and with assent of two-thirds (2/3rds) of each class of member, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility, for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members, agreeing to such dedication, sale, or transfer;

F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation not specifically authorized in the Declaration shall have an assent of two-thirds (2/3rds) of each class of members and shall require prior approval of the Department of Housing and Urban Development/Veterans Administration as long as the Class B membership exists;

G. Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise, including but not limited to any powers required by, as amended from time to time.

H. Operate and perform routine custodial maintenance of the stormwater management system as exempted or permitted by the Agency, including all lakes, retention areas, culverts and related appurtenances.

#### **ARTICLE IV**

#### **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit which is subject to the Declaration; including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to any and may not be separated from ownership of any Unit. Membership is appurtenant to and inseparable from ownership of the Unit.

## ARTICLE V

### VOTING RIGHTS

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

(A) THE CLASS "A" MEMBERS shall be all Owners of Units shall be entitled to one (1) vote for each Unit owned. When more than one (1) person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as the multiple Owners may determine, but in no event shall more than one (1) vote be cast with respect to any one Unit.

(B) THE CLASS "B" MEMBERS shall be the Declarant (as defined in the Declaration) and shall be entitled to six (6) votes for each subdivision Lot owned. The Class "B" Membership shall cease and be converted to Class "A" Membership when ninety percent (90%) of the Lots and/or Units have been conveyed to homeowners (NOTE: Declarant retains the right to voluntarily convert the Class "B" Membership to Class "A" Membership in its sole discretion at any earlier date of Declarant's choosing).

## ARTICLE VI

### DIRECTORS

A. The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors. After the Declarant elects to divest control of the Association, directors must be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the membership in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors filled as provided in the Bylaws.

C. The first election of directors shall not be held until three (3) months after the Declarant has closed the sales of ninety percent (90%) of the Residential Units in all phases of the community that will ultimately be operated by the Association, or Declarant elects to terminate its control of the Association, whichever shall first occur. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first elect shall be filled by the remaining directors.

D. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Cheryl Janezic

1181 Sumter Blvd., #321  
North Port, FL 34287

John R. Terry

1181 Sumter Blvd., #321  
North Port, FL 34287

Jacqueline Corry

1181 Sumter Blvd., #321  
North Port, FL 34287

## **ARTICLE VII**

### **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 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 names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

John R. Terry  
President

1181 Sumter Blvd., #321  
North Port, FL 34287

Cheryl Janezic  
Vice President

1181 Sumter Blvd., #321  
North Port, FL 34287

Jacqueline Corry  
Treasurer/Secretary

1181 Sumter Blvd., #321  
North Port, FL 34287

## **ARTICLE VIII**

### **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each Class of members. Upon dissolution of the Association, other than incident 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 acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statute Chapter 617.

## **ARTICLE IX**

### **BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

## ARTICLE X

### DURATION

The corporation shall exist perpetually.

## ARTICLE XI

### AMENDMENTS

Amendments to the Article of Incorporation shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment may be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution approving a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Members present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, approval of a proposed amendment must be by not less than a two-thirds (2/3rds) vote of the total number of voting interests of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications of membership nor the voting rights of members without approval in writing by all members, and joinder of all record owners of mortgages upon the Units. No amendment shall be made that is in conflict with the Declaration of Protective Covenants, Conditions and Restrictions for SAND HILL COVE or the laws of Florida.

## ARTICLE XII

### INCORPORATORS

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

John R. Terry

5260 Willow Lake Court  
Sarasota, FL 34233

## ARTICLE XIII

### REGISTERED AGENT

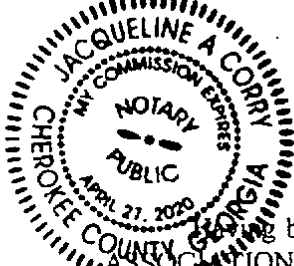
The street address of the initial registered office of the Association shall be 5260 Willow Lake Court, Sarasota, FL 34233, and the initial registered agent at said address shall be John R. Terry.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 24<sup>th</sup> day of March, 2020.

John R. Terry  
John R. Terry

STATE OF ~~FLORIDA~~ Georgia  
COUNTY OF Cherokee

The foregoing instrument was sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 24<sup>th</sup> day of March, 2020, by John R. Terry, who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.



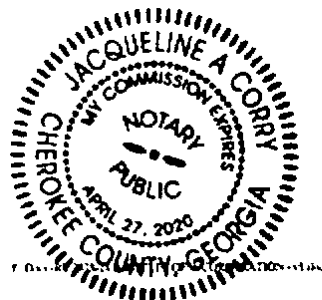
Jacqueline A. Corry  
Notary Public  
Printed Name: Jacqueline A Corry  
My Commission Expires: 04/27/2020

I have been named Registered Agent to accept service of process for HOMEOWNERS' ASSOCIATION OF SAND HILL COVE, INC., at the registered office designated in the Articles, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations established by the Florida Statutes.

John R. Terry  
John R. Terry

STATE OF ~~FLORIDA~~ Georgia  
COUNTY OF Cherokee

The foregoing instrument was sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 24<sup>th</sup> day of March, 2020, by John R. Terry, who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.



Jacqueline A. Corry  
Notary Public  
Printed Name: Jacqueline A Corry  
My Commission Expires: 04/27/2020