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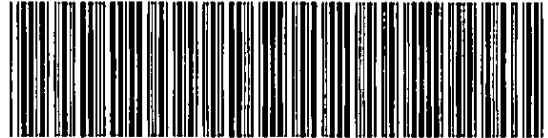
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**ARTICLES OF INCORPORATION
OF
DROR ACRES HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
Names and Addresses**

§ 1.1 **Corporation.** The name of the corporation is DROR ACRES HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association."

§ 1.2 **Incorporator.** The name and address of the incorporator is Wesley Bertch, Manager, Dror Acres, LLC, 13183 Whitmarsh St Spring Hill, FL 34609.

§ 1.3 **Principal Office.** The principal office of the Association is 13183 Whitmarsh Street, Spring Hill, Florida 34609.

§ 1.4 **Registered Agent.** The Association hereby appoints Jennifer A. Winegardner, Esq. as its Registered Agent to accept service of process within this state, with the Registered Office located at 1410 Piedmont Drive East, Second Floor, Tallahassee, FL 32308

**ARTICLE II
Definition and Purposes**

§ 2.1 **Terms.** Unless otherwise defined herein, all terms in this document shall have the same meaning as the identical terms in the Declaration.

§ 2.2 **Purpose.** The purposes for which the Association is organized is to manage, operate and maintain the residence lots and Common Properties to be known as DROR ACRES, in accordance with the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF DROR ACRES. (hereinafter the "Declaration").

§ 2.3 **Stocks and Profits.** The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors, or officers.

ARTICLE III **Powers**

§ 3.1 **Common Law & Statutory Powers.** The Association shall have all of the common law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of these Articles.

§ 3.2 **Other Powers.** The Association shall have all of the powers reasonably necessary to carry out the purposes of the Association, including but not limited to the following:

- (a) To adopt a budget and make and collect assessments against members to pay the costs of the Subdivision.
- (b) To use the proceeds from the assessments in the exercise of its powers and duties.
- (c) To maintain, manage, repair, replace and operate the Subdivision property, including Common Properties, such as roadways. The Association shall adopt a roadway maintenance program, hire a professional maintenance supervisor, and engage periodic review by competent engineering professionals to ensure, as needed, proper water runoff control and roadway integrity.
- (d) To reconstruct improvements after a disaster or accident, and to construct further improvements to the Subdivision property, including Common Properties.
- (e) To put into effect and amend the Rules and Regulations regarding the use of Subdivision property, including Common Properties.

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- (f) To enforce by legal means the provisions of the various documents, these Articles, the Bylaws of the Association and the Declaration of Covenants and Restrictions for Dror Acres.
- (g) Pursuant to the terms of the Declaration, to contract for the management of the Subdivision and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Subdivision Documents and applicable law to have approval of the board of directors or the members of the Association.

ARTICLE IV **Membership and Voting Rights**

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

§ 4.1. **Owners.** All Owners are members of the Association, and no other persons or entities are entitled to membership. The Owner(s) are entitled to vote in accordance with the Bylaws. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation (i.e. a mortgage holder).

§ 4.2. **Changes.** Changes in membership in the Association shall be established by the recording in the Public Records of Holmes County, Florida, a Deed or other instrument establishing a change of record title to a Lot in Dror Acres, and the delivery to either the secretary or treasurer of the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall thereby terminate.

§ 4.3. **Assignment & Transfer.** The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an attachment to his or her Unit.

§ 4.4. **Voting Rights.** There are two initial voting classes. Class A members shall be all Lot owners with the exception of Declarant.

Class B members shall be Declarant who is entitled to two votes for each Lot in which it holds an interest required for membership provided that the Class B membership cease and be converted to Class A membership when the total votes outstanding the Class A membership equals the total votes outstanding the Class B membership. For example, with 24 lots in the subdivision, when 16 Lots are sold creating 16 Class A membership votes, there will be 8 lots remaining within ownership of Declarant, with 16 Class B membership votes. At this point, Declarant's Class B membership votes will convert to Class A membership votes.

ARTICLE V

Board of Directors

§ 5.1. **Number of Board Members.** Upon the sale of 16 of 24 lots, or Developer Turnover, the affairs of the Association shall be managed by a Board of Directors as set by the Bylaws, and in the absence of such determination shall consist of a minimum of five (5) directors, at least three (3) of whom are Officers of the Association and the others are members at large (President, Secretary, Treasurer).

§ 5.2. **Appointment or Election.** Directors of the Association shall be elected at the annual meeting of the members or appointed midterm, as needed, in the manner determined by the Bylaws.

§ 5.3. **Initial Board.** There shall be two initial board members who will serve as directors until their successors are elected or appointed at Developer Turnover as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Misha Leah Bertch	13183 Whitmarsh St Spring Hill, FL 34609
Wesley Bertch	13183 Whitmarsh St Spring Hill, FL 34609
Eva Gross	13183 Whitmarsh St Spring Hill, FL 34609

ARTICLE VI

Officers

The affairs of the Association shall be administered by a President, a Vice-president, a Secretary, a Treasurer, and as many Assistant Vice-presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine. Such officers shall be elected as set forth in the Bylaws. Officers shall serve without compensation at the pleasure of the Board of Directors. The same person may hold multiple offices if so elected.

The names and addresses of the officers who currently serve until their successors are designated by the Board of Directors are as follows:

President:	Misha Leah Bertch
Vice President:	Wesley Bertch
Secretary:	Misha Leah Bertch
Treasurer:	Misha Leah Bertch

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ARTICLE VII
Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney and paralegal fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and when the Board of Directors has approved such settlement and reimbursement as being in the best interest of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VIII
Bylaws

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

ARTICLE IX
Amendments

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

§ 9.1. **Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

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§ 9.2. **Proposal and Adoption.** An amendment may be proposed by either the Board of Directors or by the membership of the Association. These Articles may be amended by not less than a two-thirds (2/3) vote of the members of the Association at a duly called meeting of the Association.

§ 9.3. **Effective Date of Amendments.** An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Holmes County.

§ 9.4. **Accord.** Any amendments to these Articles shall be in accord with the terms and provisions of the Declaration.

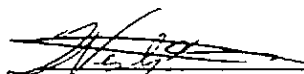
ARTICLE X

Term

§ 10.1. **Term.** The term of the Association shall be the life of the Subdivision.

§ 10.2. **Termination.** The Association shall be terminated and dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of all members. Upon termination, 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 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.

DROR ACRES, LLC


Wesley Bertch, Managing Member

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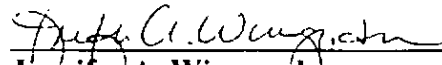
**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM
PROCESS MAY BE SERVED.**

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that DROR ACRES HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation in County of Holmes, State of Florida, has named Jennifer A. Winegardner, 1410 Piedmont Drive East, Second Floor, Tallahassee, Florida 32308, as its agent to accept service of process within this state.

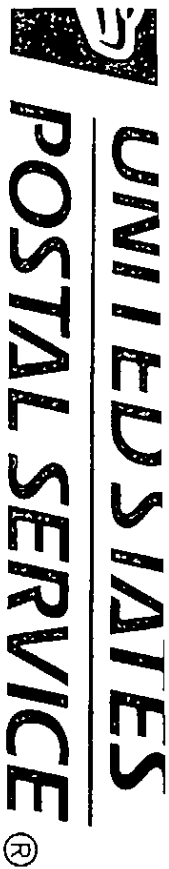
ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.



Jennifer A. Winegardner

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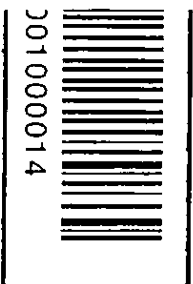
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