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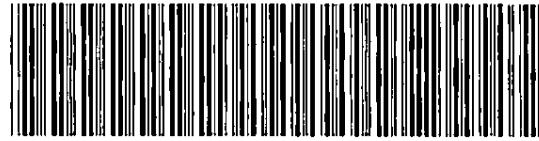
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



5 PM 1:34

BRYANT MILLER OLIVE P.A.

Requester's Name

1545 Raymond Diehl Road, Suite 300

Address

Tallahassee, FL 32308

City/State/Zip

850-222-8611

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Summerhill Estates HOA, Inc.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☐ Walk in

☒ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Summerhill Estates HOA, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bryant Miller Olive P.A. (Attn: Pamela McCrary)

Name (Printed or typed)

1545 Raymond Diehl Road, Suite 300

Address

Tallahassee, Florida 32308

City, State & Zip

850-222-8611

Daytime Telephone number

wgthames@icloud.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SUMMERHILL ESTATES HOA, INC.**

In compliance with the requirements of Chapters 617 and 720, Florida Statutes, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is SUMMERHILL ESTATES HOA, INC. (hereinafter called the "Association").

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is 4910 N. Monroe Street, Tallahassee, Florida 32303.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 4910 N. Monroe Street, Tallahassee, Florida 32303, and the name of the initial registered agent at that address is William G. Thames, Jr.

**ARTICLE IV
DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions for Summerhill Estates recorded or to be recorded in the Public Records of Leon County, Florida, as it may from time to time be amended or supplemented (hereinafter called the "Declaration").

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

Section 1. Not for Profit Status. The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any of the income or assets of the Association shall be distributed to (or inure to the private benefit of) its Members (as defined in Article VI below). The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the

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power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and 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 for the benefit of the Members and for the maintenance, operation and improvement of the Property (including the Common Area).

Section 2. Specific Purpose and Powers. The Association has been formed for the sole purpose of performing certain functions for the common good and general welfare of the Members. To the extent necessary to carry out such purpose, the Association shall have the specific power and duty to exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

ARTICLE VI

MEMBERSHIP

Section 1. Membership in the Association. Every Owner (as defined in the Declaration) shall automatically be a Member of the Association.

Section 2. Suspension of Membership. The Board may suspend the voting rights of any Member and the right of enjoyment of the Common Area of any person who: (a) shall be subject to the "Right of Abatement" by reason of having failed to take the reasonable steps to remedy a violation or breach of either the Restrictions or the Design Standards and Guidelines under the Declaration within thirty (30) days after having received notice of the same pursuant to the provisions hereof; (b) shall be delinquent in the payment of any Assessments; or (c) shall be in violation of the rules and regulations of the Association relating to the use, operation and maintenance of the Common Area. Such suspension shall be for the balance of the period in which such Member or person shall remain in violation, breach or default, as aforesaid, except that in the case of a violation described in subsection (c) of this Section 2, the suspension may be for a period not to exceed sixty (60) days after the cure or termination of such violation.

Section 3. Termination of Membership. Membership shall cease only when a person ceases to be an Owner.

Section 4. Voting Procedures. The procedures for the election of Directors of the Association and the resolution of such other issues as may be brought before the Owners shall be governed by the applicable provisions of the Declaration, Chapter 617 and Chapter 720, Florida Statutes, and the Bylaws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board of Directors (the "Board"). The Board shall have not less than three (3) nor more than five (5) members.

The specific number of Directors and the method of election of Directors shall be as set forth in the Bylaws.

ARTICLE VIII OFFICERS

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors.

ARTICLE IX DURATION

The Association shall exist perpetually.

ARTICLE X AMENDMENTS

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

Section 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 by law. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided by law; provided, however, that so long as Magnolia Hill Estates, LLC, a Florida limited liability company, is the sole member of the Association, these Articles of Incorporation may be amended at any time by said member or by the corporation's board of directors or by the undersigned incorporator.

Section 3. 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 Leon County, Florida, together with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded.

Section 4. Limitations. No amendment shall be made that is in conflict with the Declaration.

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TALLAHASSEE, FLORIDA

ARTICLE XI
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 in the Bylaws, subject to the provisions of the Declaration.

ARTICLE XII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's Bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1. whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIII **INCONSISTENCY**

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation or the Bylaws, the terms and provisions of the Declaration shall prevail.

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CLERK OF CIRCUIT COURT
JANUARY 6, 2023
TALLAHASSEE, FLORIDA

ARTICLE XIV
REQUIRED APPROVALS

Notwithstanding anything in these Articles to the contrary, as long as the Declarant retains any interest in the Property, if any one or more of HUD, FHA or VA requires approval or consent by it or them to annexation of additional property, any merger or consolidation involving the Association, the placing of any mortgage lien on the Common Area, dedication to the public of any Common Area, any amendment of the Declaration, or dissolution of the Association, by any one or more of said agencies as a condition of making, insuring or purchasing loans on structures located upon the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger, consolidation, mortgaging, dedication, amendment or dissolution, then the required consent or approval shall be obtained.

ARTICLE XV
INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

William G. Thames, Jr.
4910 N. Monroe Street,
Tallahassee, Florida 32303

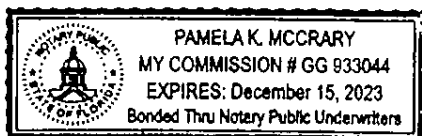
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of the Association, has executed these Articles of Incorporation this 5th day of January, 2023.



WILLIAM G. THAMES, JR.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 5th day of January, 2023, by William G. Thames, Jr., who ☒ is personally known to me or ☐ produced _____ as identification.





NOTARY PUBLIC

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TALLAHASSEE, FLORIDA
CLERK OF COUNTY

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

SUMMERHILL ESTATES HOA, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 4910 N. Monroe Street, Tallahassee, Florida 32303, has named William G. Thames, Jr., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept appointment as Registered Agent, agree to act in this capacity, and agree to comply with the provisions of said Acts relative to keeping open said office. I acknowledge that I am familiar with the obligations of a Registered Agent under Florida law.

Registered Agent:



WILLIAM G. THAMES, JR.

Dated: January 5, 2023

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