

Caloosa Country Club Estates Property Owners' Association, Inc.

**P. O. Box 5143
Sun City Center, Florida 33571**

Articles of Incorporation

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ARTICLES OF INCORPORATION
OF
CALOOSA COUNTRY CLUB ESTATES
PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)

FILED
MAY 24 2 05 PM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida Articles of Incorporation, and hereby certify as follows:

ARTICLE I

Name

The name of this corporation shall be CALOOSA COUNTRY CLUB ESTATES PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 1904 Clubhouse Drive, Sun City Center, Florida 33570, and the initial Registered Agent at that address is Lou Ellen Wilson.

ARTICLE II

Purposes

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Caloosa Country Club Estates (hereinafter referred to as the "Subdivision"), and the specific purpose is to perform the functions of the property owners' association contemplated in the Declaration of Covenants and Restrictions recorded in the Public Records of Hillsborough County, Florida, (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited 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 the Declaration;

(b) Fix, levy, collect and enforce payment 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 the business of the Association;

(c) Provide the external maintenance contemplated by the Declaration;

(d) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III

Membership and Voting Rights

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are members; but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves; but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting. The Association shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members shall be all persons owning record title to the Lots of the Subdivision ("Homeowners") except Developer. All Class B memberships shall belong to the Developer. Upon termination of Class B membership, as provided below, Class A members shall be all Homeowners, including Developer so long as such Developer is a Homeowner. All members, Class A or Class B, are entitled to cast one vote for each Lot owned. There shall be no cumulative voting for Directors or any other matters.

The Class B membership will terminate and convert automatically to Class A membership upon the happening of any of the following, whichever occurs first:

(a) The Developer conveys all of its respective right, title and interest in and to all the Lots of the Subdivision. For purposes of this provision, a Lot shall be considered conveyed when the Deed is duly recorded.

(b) The Developer records a disclaimer of their respective Class B memberships.

Upon termination of Class B membership, all provisions of the Declarations, Articles, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V

Incorporator

The name and residence of the Incorporator to these Articles of Incorporation is the following:

<u>NAME</u>	<u>ADDRESS</u>
Victoria H. Carter	2150 Highland Avenue Tarpon Springs, Fla. 33589

ARTICLE VI

Management

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Corporation, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and

Directors must be members of the Association except with respect to those who are elected by the Class B members. Any individual may hold two or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Corporation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after 50% of the Lots in the Subdivision have been conveyed to Class A members.

ARTICLE VII

Initial Officers

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles and the By-Laws are the following:

<u>Title</u>	<u>Identity</u>
President	Lou Ellen Wilson
Vice President	Thomas J. Danahy
Secretary-Treasurer	Ethel Grubbs

ARTICLE VIII

Initial Board of Directors

The number of persons constituting the initial Board of Directors of the Corporation shall be three (3); and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles and the By-Laws, are the following:

Lou Ellen Wilson	1904 Clubhouse Drive Sun City Center, FL 33570
Thomas J. Danahy	1904 Clubhouse Drive Sun City Center, FL 33570
Ethel Grubbs	1904 Clubhouse Drive Sun City Center, FL 33570

ARTICLE IX

By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the

By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any Lots in the Subdivision.

ARTICLE X

Amendments

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statute for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

However, no amendment to these Articles of Incorporation shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as the Developer shall own any lots in the subdivision.

ARTICLE XI

Registered Office and Agent

Pursuant to Section 48.091 and Section 607.034, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Lou Ellen Wilson
1904 Clubhouse Drive
Sun City Center, Florida 33570

The above address is also the address of the registered
office of the Association.

Incorporator

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I HEREBY CERTIFY that on this 19th day of May,
1982, personally appeared before me, the undersigned authority,
VICTORIA H. CARTER, to be the person described in the foregoing
Articles of Incorporation, and who acknowledged to me that she
executed the same as her free act and deed for the uses and
purposes therein set forth.

Witness my hand and official seal the date aforesaid.

Jan J. Bumpers
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
BONDED THRU GENERAL INSURANCE UND.
MY COMMISSION EXPIRES JULY 6 1986

State of Florida

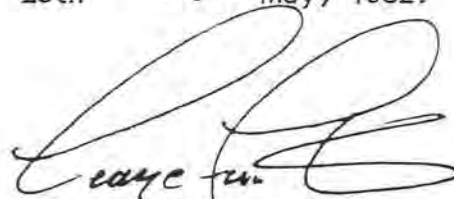


Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CALOOSA COUNTRY CLUB ESTATES PROPERTY OWNERS' ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on May 24, 1982, as shown by the records of this office.

The charter number for this corporation is 763407.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
25th day of May, 1982.

A stylized, handwritten signature in dark ink, appearing to read "George Firestone".

George Firestone
Secretary of State

ACTION OF BOARD OF DIRECTORS OF
CALOOSA COUNTRY CLUB ESTATES
PROPERTY OWNERS' ASSOCIATION, INC.
TAKEN BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE ORGANIZATIONAL MEETING

Pursuant to Florida law, the undersigned, being all the directors named in the Articles of Incorporation of CALOOSA COUNTRY CLUB ESTATES PROPERTY OWNERS' ASSOCIATION, INC., a Florida corporation not for profit, hereby consent to and approve the following resolutions, which action shall have the same force and effect as if taken by us at the organizational meeting of the Board of Directors of said corporation duly called and held and direct that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors of the corporation:

RESOLVED, that the Articles of Incorporation of the corporation filed in the office of the Secretary of State of Florida and effective May 24, 1982, a certified copy of which is attached hereto together with the certificate of the Secretary of State of Florida, dated May 25, 1982, indicating that said articles have been filed and the fees incident to the lawful incorporation of the corporation have been paid, shall be and hereby are accepted and approved for the corporation.

FURTHER RESOLVED, that the form of seal, an impression of which is hereto affixed, be hereby adopted as the official seal of the corporation.

FURTHER RESOLVED, that the By-laws (a copy of which are attached hereto and incorporated herein by this reference) are hereby approved, ratified and adopted as By-Laws of the corporation for the regulation and management of its affairs, and specifically include the provisions of Section 5, Article VI setting the assessment at \$5.00 per Lot per month.

FURTHER RESOLVED, that Lou Ellen Wilson is named initial registered agent and the appointment thereof in the Articles of Incorporation is hereby ratified.

FURTHER RESOLVED, that the officer designations of the following named persons as set forth in the Articles are hereby ratified and approved and such individuals shall serve as such officers pursuant to the By-laws:

Lou Ellen Wilson
Thomas J. Danahy
Ethel Grubbs

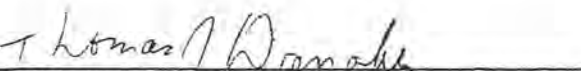
President
Vice President
Secretary/Treasurer


FURTHER RESOLVED, that Lou Ellen Wilson, Thomas J. Danahy and Ethel Grubbs are hereby appointed to serve as the Architectural Control Committee for the purposes provided for in the Declaration of Covenants and Restrictions: Caloosa Country Club Estates.

FURTHER RESOLVED, that the appropriate officers of this corporation shall be and are hereby authorized and directed in behalf of the corporation and under its corporate seal, or otherwise, to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary certificates, reports, powers of attorney and other instruments required by law, and to take all such other action required, useful or necessary in the operation of this corporation as a property owners association.

WITNESS the consent of each Director of CALOOSA COUNTRY CLUB ESTATES PROPERTY OWNERS' ASSOCIATION, INC. effective as of this 23 day of July, 1982


LOU ELLEN WILSON


THOMAS J. DANAHY


ETHEL GRUBBS

Amc

DEVELOPER'S DISCLAIMER
OF ITS CLASS "B" MEMBERSHIP
IN THE CALOOSA COUNTRY CLUB ESTATES
PROPERTY OWNERS' ASSOCIATION, INC.

RECORD VERIFIED
Richard L. Lake
Clerk of Circuit Court
Hillsborough County, Fla.
By Teresa A. Streetman, D.C.

CALOOSA COUNTRY CLUB ESTATES

THIS DOCUMENT is the Developer's Disclaimer of its Class "B" Membership in the Caloosa Country Club Estates Property Owners' Association (the "Disclaimer") made as of the date set forth below the signature of the officer signing this Disclaimer on behalf of Sunmark Communities Corp., a Florida corporation (f/k/a W-G Development Corp.) (the "Developer").

WHEREAS, Developer holds a Class "B" membership in the Caloosa Country Club Estates Property Owners' Association, Inc., a Florida corporation (the "Association") pursuant to that certain Declaration of Covenants and Restrictions, and all amendments thereto, (the "Declaration") dated July 26, 1982 and recorded in O.R. Book 3988, Page 281 of the Public Records of Hillsborough County, Florida; and

WHEREAS, Developer now wants to terminate its Class "B" membership in accordance with the Declaration;

NOW, THEREFORE, with the act of executing and recording this Disclaimer in the Public Records of Hillsborough County, Florida in accordance with Article V, Section 4(b) of the Declaration, the Developer hereby disclaims and terminates its Class "B" membership in the Association.

RICHARD L. LAKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

SUNMARK COMMUNITIES CORP.
a Florida corporation
(f/k/a W-G Development Corp.)

Attest:

Mary E. Guadagno
Secretary

By: *[Signature]*
Name: Lou Ellen Wilson
Title: VICE PRESIDENT

Date: 12/8, 1986

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of September, 1986, by Lou Ellen Wilson, a Mary E. Guadagno and Secretary respectively, of Sunmark Communities Corp., a Florida corporation on behalf of the corporation.

Brenda K. Hartney
Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 5, 1989
BONDED THRU CENTRAL INS. CO.

Prepared by and Return to:
Victoria M. Carter, Esquire ✓
Rudnick & Wolfe
201 E. Kennedy Blvd. Suite 1600
Tampa, Florida 33602

1986 DEC 16 PM 2:49

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