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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OVERNIGHT MAIL

MEMORANDUM

TO: Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

FROM: Linda Topping, Legal Assistant

DATE: April 2, 2002

RE: Quail Oaks Homeowners Association, Inc.
Our File No. RHL 01-10717-C

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)
2. \$78.25 check for:
 - \$ 70.00 filing fee
 - \$ 8.75 Certificate of Status

Please file the Articles of Incorporation and return a "file stamped" copy of the Articles of Incorporation to this office along with the Certificate of Status.

Enclosures
cc: Client

COY-17

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

QUAIL OAKS HOMEOWNERS ASSOCIATION, INC.

(a Florida Corporation Not-for-Profit)

The undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is QUAIL OAKS HOMEOWNERS ASSOCIATION, INC. , hereinafter referred to as the "Association".

ARTICLE II
ADDRESS

The street address of the initial principal office and the mailing address are 700 Almond Street, Clermont, Florida 34711

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance, preservation and architectural control of the residences and (Common Area) within that certain tract of property described as:

QUAIL OAKS, a Lake County Subdivision, according to the Plat thereof recorded in the Public Records of Lake County, Florida.

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called "Declaration" applicable to the property and recorded, or to be recorded, in the Office of the Clerk of the Circuit Court, Lake 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 by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other

expenses incidental 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. The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.

D. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

E. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not For Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

ARTICLE IV **VOTING RIGHTS**

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

CLASS A. The CLASS "A" MEMBER(S) shall be all Owners, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any residence, all such persons shall be members. The vote for such lot 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 lot.

CLASS B. The CLASS "B" MEMBER(S) shall be the Developer. The Class "B" member shall be entitled to exercise total voting control until the annual meeting after ninety percent (90%) of the total number of lots in the subdivision are owned by individuals other than the Developer, his agents or associates. When ninety percent (90%) of said lots are owned by individuals, then Class "A" members may exercise voting rights. No lots owned by the Developer, his agents or associates, shall be subject to any assessment until the annual meeting following this event.

ARTICLE V **BOARD OF DIRECTORS**

The affairs of the Association will be managed by a Board consisting of not less than three (3), no more than five (5) directors. The number of directors may be changed by amendment of the ByLaws of the Association. The names and address of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Richard H. Langley	700 Almond Street Clermont, FL 34711
Jon Jones	10233 Cypress Cove Lane Clermont, FL 34711
JoAnn Jones	10233 Cypress Cove Lane Clermont, FL 34711

At the first annual meeting and each meeting thereafter the members shall elect three (3) directors for a term of one (1) year each.

ARTICLE VI
**ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT**

The address of this Association's initial registered office in the State of Florida is Clermont, FL 34711. The name and address of this Association's initial registered agent is Richard H. Langley, 700 Almond Street, Clermont, FL 34711

ARTICLE VIII
OFFICERS

The initial officers of the Association shall be a president, vice president and secretary/treasurer. Such officers shall be elected or appointed at the first meeting of the Board of Directors following each Annual meeting of members.

The names of the officers who are to serve until the first election or appointment are:

Richard H. Langley, President
Jon Jones, Vice President
Richard H. Langley, Secretary/Treasurer

ARTICLE IX
INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation are Richard H. Langley, 700 Almond Street, Clermont, FL 34711.

ARTICLE X
BYLAWS

The ByLaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any annual meeting of the association, or at any special meeting duly called for such purpose by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial ByLaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XI
EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XII
AMENDMENTS

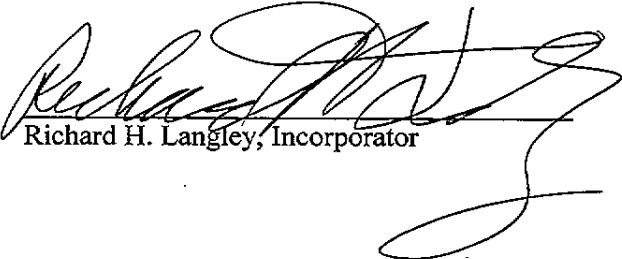
Amendments to the Articles of Incorporation may be proposed by any member of the Association. Those at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of at least three-fourths (3/4) of the members eligible to vote.

ARTICLE XIII
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each Class of members. Upon dissolution of the Association, other than incidental 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. This procedure shall be subject to court approval on dissolution pursuant to Section 617.05, Florida Statutes.

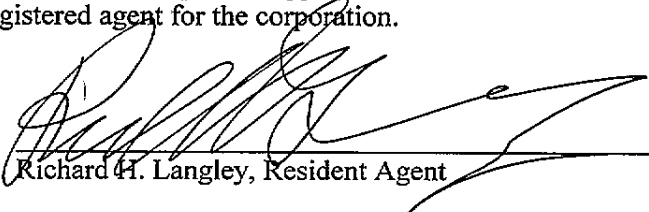
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this April 3, 2002.


Richard H. Langley, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent, I hereby accept such appointment and am familiar with and accept the duties and responsibilities as registered agent for the corporation.

Date: April 3, 2002.


Richard H. Langley, Resident Agent