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FLORIDA NON-PROFIT CORPORATION

The Champions' Club Owners Association, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE CHAMPIONS' CLUB OWNERS ASSOCIATION, INC.**  
**(a not-for-profit corporation)**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

**ARTICLE I - NAME**

The name of this corporation is THE CHAMPIONS' CLUB OWNERS ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of this Association shall be located at 43309 U.S. Highway 19 North, Post Office Box 1608, Tarpon Springs, Florida 34688-1608, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be JULIUS J. ZSCHAU; Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.; 2701 N. Rocky Point Drive, Suite 930, Tampa, Florida 33607.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties", described in that certain Declaration of Covenants, Conditions and Restrictions for The Champions' Club, now or hereafter recorded among the Public Records of Pasco County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its

H03000033801 9

rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) 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 as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

H03000033801 9

H03000033801 9

(11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

**ARTICLE V – MEMBERSHIP AND VOTING RIGHTS**

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

D. There shall be two (2) classes of voting membership as further defined in the Declaration of Covenants, Conditions and Restrictions.

**ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) directors, and thereafter shall consist of not less than three (3) nor more than nine (9) directors. Directors shall be members of the Association; provided, however, that so long as Class B membership shall exist, directors need not be members of the Association. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Law Friedland	43309 U.S. Hwy. 19, No. Tarpon Springs, FL 34689
David Ford	43309 U.S. Hwy. 19, No. Tarpon Springs, FL 34689
Daniel Aldridge	43309 U.S. Hwy. 19, No. Tarpon Springs, FL 34689

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership

H03000033801 9

H03000033801 9

meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of three (3) years, and until their successors have been duly elected and qualified. So long as Class B membership shall exist, any member of the Board of Directors may be removed, with or without cause, but only by the Class B member, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Class B member.

**ARTICLE VII - OFFICERS**

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Lew Friedland	President	43309 U.S. Hwy. 19, No. Tarpon Springs, FL 34689
Daniel Aldridge	Vice - President	43309 U.S. Hwy. 19, No. Tarpon Springs, FL 34689
David Ford	Secretary/ Treasurer	43309 U.S. Hwy. 19, No. Tarpon Springs, FL 34689

**ARTICLE VIII - SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	2701 N. Rocky Point Drive, Suite 930 Tampa, Florida 33607

**ARTICLE IX - DISSOLUTION**

This Association may be dissolved in the manner provided by the Florida Not-For-Corporation Act; provided, however, the Association shall not be dissolved nor shall it dispose of any real property contained in the Common Areas, by sale or otherwise (except as to an entity organized for the purpose of owning and maintaining such Common Areas),

H03000033801 9

H03000033801 9

without the prior approval of the Board of County Commissions of Pasco County, Florida. The Board of County Commissioners, as a condition precedent to approving such dissolution, may require dedication of Common Areas to the public as deemed necessary. In the event of dissolution of the Association, controlling responsibility for maintenance, together with all easements related thereto, shall be transferred to a governmental agency or another association not-for-profit or a similar organization.

#### **ARTICLE X - BYLAWS**

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

#### **ARTICLE XI - AMENDMENT OF ARTICLES**

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) So long as there is a Class B Member, the Board of Directors may amend these Articles by a majority vote of the Directors.

Thereafter, these Articles may be amended as follows:

(2) If the Board of Directors wishes to amend the Articles, the Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual meeting or special meeting of members entitled to vote on the proposed amendment.

(3) Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote.

(4) The proposed amendment must be adopted by a two-thirds (2/3) vote of all members entitled to vote present at the meeting either in person or by proxy.

or

(5) Members entitled to vote on proposed amendments to the Articles may amend the Articles without action by the Directors at a meeting for which notice of the changes to be made is given and a majority of the members present at such meeting where a quorum is present vote in favor of such amendment.

B. Any number of amendments may be submitted and voted upon at any one meeting.

H03000033801 9

H03000033801 9

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pasco County, Florida.

#### **ARTICLE XII - INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### **ARTICLE XIII - DURATION**

The corporation shall have perpetual existence.

#### **ARTICLE XIV - FHA / VA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: (1) annexation of additional properties; (2) mergers and consolidations; (3) mortgaging of Common Areas; (4) dedication of Common Area; (5) dissolution and amendment of these Articles.

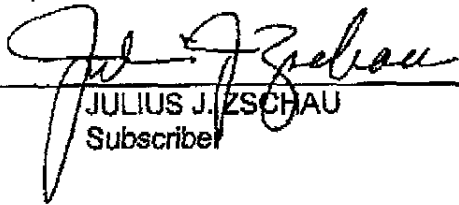
#### **ARTICLE XV - INTERPRETATION**

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 27th day of January, 2003.

  
\_\_\_\_\_  
JULIUS J. ZSCHAU  
Subscriber

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for THE CHAMPIONS' CLUB OWNERS ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 27th day of January, 2003.

PENNINGTON, MOORE, WILKINSON,  
BELL & DUNBAR, P.A.

By:   
JULIUS J. ZSCHAU  
Registered Agent

Registered Office:

2701 N. Rocky Point Drive, Suite 930  
Tampa, Florida 33607

Principal Corporation Office:

43309 U.S. Hwy. 19, No.  
Tarpon Springs, FL 34689

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