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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CLC FRACTIONAL PROPERTY OWNERS CLUB AT ENCANTADA ASSOCIATION, INC.
(A Corporation Not For Profit)**

The undersigned, being a natural person competent to contract, for the purpose of forming a corporation not for profit under the laws of the State of Florida, adopts, subscribes, and acknowledges the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be CLC Fractional Property Owners Club Association, Inc. ("*Fractional Association*"). The street and mailing address of the principal office of the Fractional Association is 3070 Secret Lake Drive, Kissimmee, Florida 34747, or at such other place as subsequently designated by the Board of Directors of the Fractional Association ("*Board*").

ARTICLE II. DEFINITIONS

All terms used in these Articles of Incorporation have the same meaning given to them in the Supplemental Declaration of Fractional Plan for CLC Fractional Property Owners Club at Encantada, as amended from time to time ("*Fractional Declaration*"), and the Florida Vacation Plan and Timesharing Act, Chapter 721, *Florida Statutes*, as it exists at the time of the recording of the Fractional Declaration ("*Chapter 721*"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning. In the event of conflict between these authorities, Chapter 721 shall govern over the Fractional Declaration and these Articles of Incorporation and the Fractional Declaration shall govern over these Articles of Incorporation.

ARTICLE III. TERM OF EXISTENCE

The Fractional Association shall exist for the life of the CLC Fractional Property Owners Club at Encantada (the "*Fractional Plan*") as set forth in the Fractional Declaration, and shall be terminated by the termination of the Fractional Declaration. Corporate existence shall commence upon filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE IV. PURPOSE

The purpose for which the Fractional Association is organized is to act as the governing association of the Fractional Plan and for any other lawful purposes.

ARTICLE V. POWERS AND JURISDICTION

The Fractional Association shall have all common law and statutory powers permitted a corporation not for profit under Florida law that are not in conflict with these Articles, together with such additional specific powers as are contained in the *Fractional Declaration and Bylaws*.

**ARTICLE VI. QUALIFICATION OF MEMBERS,
THE MANNER OF THEIR ADMISSION, AND VOTING**

Section 1. The Incorporator constitutes the sole member of the Fractional Association until the recording of the Fractional Declaration naming the Fractional Association as the owners association for the Fractional Plan. Upon the recording of the Fractional Declaration, CLC Fractional, LLC, a Florida limited liability company, as the Developer, shall hold all memberships in the Fractional Association. When the purchase price is paid and the deed for a Fractional Interest is delivered and recorded, an Owner automatically becomes a member of the Fractional Association. As and if additional phases are added to the Fractional Plan, the Developer initially shall hold all new memberships created in such phases, until the purchase price is paid and the deed for a Fractional Interest is delivered and recorded, at which time membership shall pass to an Owner.

Section 2. Ownership of a Fractional Interest shall be a prerequisite to exercising any rights as a member of the Fractional Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust, or any other appropriate legal entity with the power to hold title.

Section 3. Membership shall terminate on the transfer of ownership of the Fractional Interest (for that Fractional Interest only, if more than one is owned), provided the transfer is accomplished in accordance with all of the provisions of the Fractional Declaration. The transferor's membership automatically shall transfer and be vested in the transferee succeeding to the ownership of the Fractional Interest, subject to a lien for all unpaid assessments, except as provided in the Fractional Declaration, if applicable. The Fractional Association may rely on a recorded deed as evidence of the transfer of ownership to terminate the transferor's membership and recognize the membership of the transferee. Membership shall also terminate on the termination of the Fractional Declaration.

Section 4. Each Fractional Interest owned by an Owner, including the Developer, shall have a vote in the Fractional Association equal to such Owner's Fractional Interest's undivided interest in the Fractional Plan Property.

Section 5. The share of Owners in the funds and assets of the Fractional Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Fractional Interest.

ARTICLE VII. INCORPORATOR

Kurt P. Gruber, with an office at 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, is the Incorporator of the Fractional Association.

ARTICLE VIII. BOARD

Section 1. The affairs of the Fractional Association shall be managed and conducted by the Board of Directors ("Board"). The number, terms of office, and provisions regarding election, removal, and filling of vacancies on the Board shall be as set forth in the Bylaws.

Section 2. The initial Board shall consist of three (3) persons. The names and addresses of the initial Board who shall hold office until their successors have been duly appointed or elected and qualified as provided in the Bylaws are as follows:

<u>Name:</u>	<u>Address:</u>
Richard W. Fletcher	3070 Secret Lake Drive, Kissimmee, Florida 34747
Geoff Bruce	3070 Secret Lake Drive, Kissimmee, Florida 34747
Eugene Miskelly	3070 Secret Lake Drive, Kissimmee, Florida 34747

ARTICLE IX. OFFICERS

The officers of the Fractional Association shall consist of president, vice president, secretary, treasurer, and other officers the Board may from time to time deem appropriate. The officers of the Fractional Association shall be elected at the first meeting of the Board and at each annual meeting of the Board and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the Board with or without cause. Any vacancy in any office may be filled by the Board at any meeting of the Board.

The names of the officers who shall serve until the first election are:

<u>Name:</u>	<u>Office:</u>
Richard W. Fletcher	President
Geoff Bruce	Vice President
Eugene Miskelly	Secretary/Treasurer

ARTICLE X. BYLAWS

The Bylaws are to be made or approved by the initial Board and may be amended, altered, modified, or rescinded as set forth in the Bylaws and as permitted by law.

ARTICLE XI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment and, if members other than the Developer have been admitted, directing that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If no members have been admitted other than the Developer, the amendment shall be adopted by a vote of a majority of the Board 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 effected by the amendment shall be given to each Owner of record entitled to vote on the amendment within the time and in the manner provided in the Bylaws 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 the annual meeting.

(c) At such meeting having a quorum in attendance in person or by proxy, a vote of the Owners entitled to vote on the amendment shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the number of eligible votes cast by the Owners in person or by proxy at such meeting.

Section 2. Any number of amendments may be submitted to the Owners and voted on by them at one meeting.

Section 3. Notwithstanding anything in these Articles of Incorporation to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the Owners and the consent of all record holders of mortgages on any part of the Fractional Plan Property or on property held by the Fractional Association. No amendment shall be made that is in conflict with Chapter 721 or the Fractional Declaration. No amendment which affects the rights and privileges provided to the Developer in Chapter 721 or the Fractional Declaration shall be effective without the written consent of the Developer to be given or withheld in its sole, absolute and unfettered discretion.

Section 4. Notwithstanding the foregoing, the Developer shall have the right to unilaterally amend these Articles of Incorporation as it may deem appropriate in its sole discretion; as may be required by any lending institution, title insurance company, insurance provider, or public body; as may be necessary to conform to the Articles of Incorporation to the requirements of law; as may be in the best interests of the Fractional Association; or as may facilitate the sale of Fractional Interests as determined by the Developer in its sole, absolute and unfettered discretion.

Section 5. For Owner amendments, a copy of each amendment setting forth the text of such amendment in full shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Fractional Declaration and Bylaws. The certificate shall be executed by the president or vice president and attested by the secretary or assistant secretary of the Fractional Association with the formalities of a deed. The amendment shall be

effective without further action when the certificate and copy of the amendment are recorded in the Official Records of Osceola County, Florida. Any amendments to these Bylaws that may be unilaterally made by the Developer shall become effective upon the recording in the Official Records of Osceola County, Florida, of an instrument executed solely by the Developer.

ARTICLE XII. ADDITIONAL PROVISIONS

Section 1. No officer, director, or Owner shall be personally liable for any debt or other obligation of the Fractional Association, except as provided in the Fractional Declaration.

Section 2. The Fractional Association shall not be operated for profit. The Fractional Association is organized under a non-stock basis; no dividend shall be paid; and no part of the income of the Fractional Association shall be distributed to its Owners, directors, or officers. The Board on behalf of the Fractional Association may pay compensation in a reasonable amount to its Owners, directors, or officers for services rendered and may confer benefits on its Owners as permitted by law. The Fractional Association may make distribution to its Owners upon dissolution or final liquidation, as permitted by a court of competent jurisdiction. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Fractional Association, or by any agent acting on behalf of the Fractional Association, are held for the benefit of members of the Fractional Association and shall not be considered income of the Fractional Association.

Section 4. Unless the context of these Articles of Incorporation requires otherwise, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 5. Should any paragraph, sentence, phrase, or portion of any provision of these Articles of Incorporation or the Bylaws be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent for the service of process on the Fractional Association is:

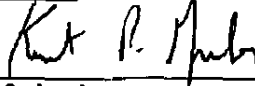
Capitol Corporate Services, Inc.
155 Office Plaza Drive, Suite A
Tallahassee, Florida 32301

ARTICLE XIV. INDEMNIFICATION

Every director and every officer of the Fractional Association shall be indemnified by the Fractional Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director 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 in which 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, this indemnification shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Fractional Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights or protections to which such director or officer may be entitled.

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IN WITNESS WHEREOF, the subscribing Incorporator has set his hand and caused these Articles of Incorporation to be executed this 8th day of MARCH, 2013.



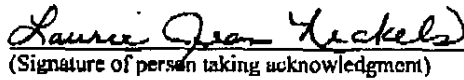
Kurt P. Gruber, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8th day of March, 2013, by Kurt P. Gruber, as Incorporator of CLC Fractional Property Owners Club at Encantada Association, Inc. who is personally known to me.



LAURIE JEAN NICKELS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE057178
Expires 1/28/2015



(Signature of person taking acknowledgment)

LAURIE JEAN NICKELS

(Name of person taking acknowledgment typed, printed or stamped)

ACCEPTANCE BY AGENT

The undersigned, having been designated as agent for service of process on CLC Fractional Property Owners Club at Encantada Association, Inc. within the State of Florida, at the place designated in Article XII of the foregoing Articles of Incorporation, accepts the appointment as registered agent for CLC Fractional Property Owners Club at Encantada Association, Inc. and is familiar with and accepts the obligations of this position.

CAPITOL CORPORATE SERVICES, INC.,
a Florida corporation

By: Gayle Windle
(signature)

Gayle Windle
(print name)

Assistant Secretary
(title)

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