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VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32301

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FILED
01 JUN 27 PM 1:09
TALLAHASSEE, FLORIDA

Re: Organization of Chickasaw Trail Estates Homeowners Association, Inc.

Dear Sir or Madam:

Please find enclosed the following documents pursuant to the organization of the above referenced entity:

1. The Articles of Organization;
2. A check in the amount of \$80.75 to cover the following items: (a) \$35.00 for filing fee for the Articles of Organization; (b) \$10.75 for the Certificate of Designation of Registered Agent/Registered Office; and (c) \$35.00 for one certified copy of the Certificate of Organization; and
3. A copy of executed Articles of Organization to be certified and returned.

If you have any questions regarding these documents, please do not hesitate to contact my office.

Sincerely,

Marcos R Marchena (signature)

Marcos R. Marchena

(6-26-01)

Enclosures

**ARTICLES OF INCORPORATION
OF
CHICKASAW TRAIL ESTATES HOMEOWNERS' ASSOCIATION, INC.**

FILED
01 JUN 27 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, files these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1991), and certify as follows:

**ARTICLE I
Name and Address**

The name of the corporation shall be CHICKASAW TRAIL ESTATES HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "The Association", and shall have the following as its office and street address, or such other place as the Board of Directors may designate from time to time:

1988 S. Chickasaw Trail
Orlando, Florida 32825

**ARTICLE II
Purpose**

2.1 The purpose for which The Association is organized is to promote the health, safety and welfare of the residents of CHICKASAW TRAIL ESTATES, more particularly described per the Plat of CHICKASAW TRAIL ESTATES recorded in Plat Book _____ Page _____, Public Records of Orange County, Florida, as well as of the residents of any additional land which may be placed within the jurisdiction of this corporation by annexation as provided in the Declaration, all of said lands being hereinafter sometimes referred to as "The Properties".

2.2 The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members and The Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III
Powers**

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers, authority and duties set forth in the CHICKASAW TRAIL ESTATES Declaration of Covenants and Restrictions recorded in the Public Records of Orange County, Florida, as amended from time to

time, hereinafter sometimes referred to as "The Declaration", and all of the powers and duties necessary to operate and maintain the CHICKASAW TRAIL ESTATES development, including, but not limited to the power to fix and levy assessments against The Properties, which assessments shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents in The Properties, and in particular for the improvement and maintenance of properties, services and facilities related to the operation, use and enjoyment of the Common Properties and of the homes situated upon The Properties. Said powers, authority and duties shall include, but not be limited to:

- a. Payment of Operating Expenses of The Association;
- b. Doing anything or performing any service necessary or desirable, in the judgment of The Association, to keep the subdivision neat and attractive or to preserve or enhance the value of The Properties therein, or to eliminate fire, health or safety hazards, or accomplish any matters which, in the judgment of The Association, may be of general benefit to the owners or occupants of lands included in the subdivision;
- c. Doing any act or thing required or permitted by and any and all provisions of The Declaration;
- d. Own, operate, maintain and improve such Common Properties as are designated upon the plat or plats of The Properties.
- e. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. _____ 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 stormwater management system.

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 stormwater management system.

ARTICLE IV **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record to assessment by this Association shall be a member of The Association and have voting rights, provided that any such person or entity who holds such interest merely as a security for the performance of

any obligation shall not be a member. Membership is appurtenant to, and inseparable from ownership of the lot.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

i. **Class A.** Class A Members shall be all Owners, except the Developer (or Developers if more than one entity shall develop the Properties) for so long as the Developer, or Developers jointly if more than one, retains Class B voting rights as defined herein, of Lots and shall be entitled to one (1) vote for each such Lot so owned.

ii. **Class B.** The Class B Member shall be the Developer and shall be entitled to eleven (11) votes for each Lot owned.

The vote or votes for each lot must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner or owners cast a vote representing a certain lot, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other owners of the same lot. In the event more than one vote is cast for a particular lot, none of said votes shall be counted and said votes shall be deemed void.

In the event that more than one person shall at any time be the owner of any lot, all such persons shall be members and the vote for each such lot shall, subject to the provisions of the foregoing paragraph, be exercised as such persons among themselves shall determine. In no event shall more than one vote be cast with respect to any lot. For purposes of determining the votes allowed under this Article, no tenant or lessee of a lot shall be entitled to any voting rights in The Association.

ARTICLE VI

Directors

6.1 The affairs of The Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than seven (7); however, the Board shall consist of an odd number. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors as specified in the By-Laws. The Directors shall be required to be either (1) members of The Association, or (2) agents, representatives or employees of the Developer.

6.2 The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified or until removed, are as follows:

Carlos A. Rivero President Cafe Homes, Inc.	1602 Rio Cove Court Orlando, Florida 32825
E. Bridger Kirton Managing Member Chickasaw Trail Estates, L.L.C.	1988 S. Chickasaw Trail Orlando, Florida 32825
Edward H. Hurt, Jr. Member Chickasaw Trail Estates, L.L.C.	1996 S. Chickasaw Trail Orlando, Florida 32825

Replacement Director shall be elected at the times and in the manner set forth in the By-Laws of the Association.

6.3 The Developer or Developers of CHICKASAW TRAIL ESTATES shall be entitled to elect the members of the Board of Directors without a meeting until such time as Developer or Developers have sold fifty-one percent (51%) of the lots within The Properties.

ARTICLE VII **Officers**

The affairs of The Association shall be administered by officers as designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of The Association, and they shall serve at the pleasure of the Board of Directors. The officers shall be required to be either (1) members of The Association, or (2) agents, representatives, or employees of the Developer. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	E. Bridger Kirton Managing Member Chickasaw Trail Estates, L.L.C.	1988 S. Chickasaw Trail Orlando, Florida 32825
Vice President:	Carlos A. Rivero President Cafe Homes, Inc.	1602 Rio Cove Court Orlando, Florida 32825

Secretary: Edward H. Hurt 1996 S. Chickasaw Trail
Member Orlando, Florida 32825
Chickasaw Trail Estates, L.L.C.

ARTICLE VIII
Additions to Properties and Membership

Additions to the Properties described in Article II may be made only in accordance with the provisions of The Declaration. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this Association to such properties.

ARTICLE IX
Mergers and Consolidations

Subject to the provisions of The Declaration, and to the extent permitted by law, The Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidations shall have the assent of two-thirds (2/3) of the votes held by the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X
**Dedication of Properties or
Transfer of Function to Public Agency or Utility**

The Association shall have power to dispose of its real properties only as authorized under The Declaration.

ARTICLE XI
Indemnification

Every Director and every officer of The Association shall be indemnified by The Association against all expenses and liabilities, including counsel fees, at trial and upon appeal, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be 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, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best

interests of The Association. 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 by law.

ARTICLE XII **By-Laws**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws and The Declaration.

ARTICLE XIII **Amendments**

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

13.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

13.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of the Association holding not less than ten percent (10%) of the votes. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than two-thirds (2/3) of the votes of the members of The Association.

13.3 No amendment shall make any changes in, or be effective to impair or dilute, any rights of members that are governed by The Declaration, as, for example, qualification for membership and voting rights of members, which are part of the property interest created thereby.

13.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

ARTICLE XIV **Term of Existence**

The effective date upon which this Association shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.

If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non profit organization with similar purpose.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater 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.

ARTICLE XV
Registered Agent

Until resignation or replacement, the registered agent of The Association for purposes of service of process pursuant to Section 617.023, Florida Statutes, shall be E. Bridger Kirton, Managing Member, Chickasaw Trail Estates, L.L.C., 1988 S. Chickasaw Trail, Orlando, Florida 32825. By the execution of these Articles, E. Bridger Kirton, Managing Member, Chickasaw Trail Estates, L.L.C. accepts the foregoing designation as registered agent.

ARTICLE XVI
Subscribers

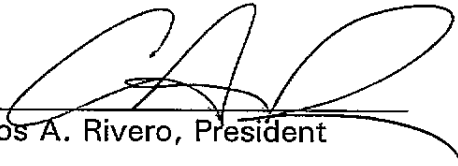
The name and address of the subscriber to these Articles of Incorporation is as follows:

E. Bridger Kirton	1988 S. Chickasaw Trail
Managing Member	Orlando, Florida 32825
Chickasaw Trail Estates, L.L.C.	

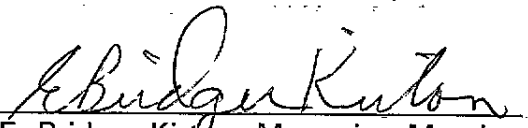
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IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature on the _____ day of _____, 2001.


CAFE HOMES, INC.

By: 
Carlos A. Rivero, President

CHICKASAW TRAIL ESTATES, L.L.C.

By: 
E. Bridger Kirton, Managing Member

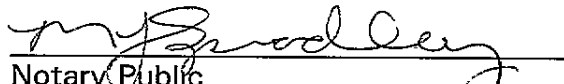
CHICKASAW TRAIL ESTATES, L.L.C.

By: 
Edward H. Hurt, Jr., Member

STATE OF FLORIDA
COUNTY OF ORANGE


Sworn before me this 18 day of JUNE, 2001 by Carlos A. Rivero as the President of CAFE HOMES, INC., who is personally known to me being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of CHICKASAW TRAIL ESTATES HOMEOWNERS' ASSOCIATION, INC. for the purposes expressed in such Articles.


 Martha F. Spradley
My Commission CC700591
Expires December 7, 2001


Notary Public
Printed Name MARTHA F. SPRADLEY
My Commission Expires: 12-07-01

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn before me this 7 day of JUNE, 2001 by E. Bridger Kirton as the Managing Member of CHICKASAW TRAIL ESTATES, L.L.C., who is personally known to me being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of CHICKASAW TRAIL ESTATES HOMEOWNERS' ASSOCIATION, INC. for the purposes expressed in such Articles.

 Martha F. Spradley
My Commission CC700591
Expires December 7, 2001


Notary Public
Printed Name MARTHA F. SPRADLEY
My Commission Expires: 12-07-01

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn before me this 8th day of June, 2001 by Edward H. Hurt, Jr.
as a Member of CHICKASAW TRAIL ESTATES, L.L.C., who is personally known to me
being duly sworn, acknowledged and swore to the execution of the foregoing Articles
of Incorporation of CHICKASAW TRAIL ESTATES HOMEOWNERS' ASSOCIATION,
INC. for the purposes expressed in such Articles.

Lorena Clark
Notary Public
Printed Name LORENA CLARK
My Commission Expires: _____



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

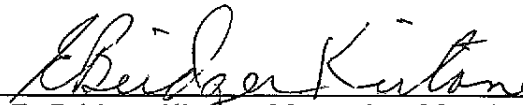
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment to serve as the initial registered agent of CHICKASAW TRAIL ESTATES HOMEOWNERS' ASSOCIATION, INC.

CHICKASAW TRAIL ESTATES, L.L.C.

By:



E. Bridger Kirton, Managing Member