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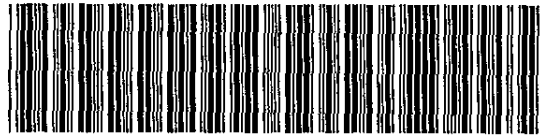
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101 AIR ST. P.O. BOX 1000  
TALLAHASSEE, FL 32304

CB 17-2

**OVERSTREET, MILES, RITCH & CUMBIE, P.A.**  
**ATTORNEYS AT LAW**

100 Church Street  
Kissimmee, Florida 34741

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Telephone: (407) 847-5151  
Facsimile: (407) 847-3353

November 29, 2004

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

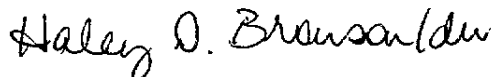
Re: Captain's Quarters Homeowner's Association, Inc.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation, together with our check in the amount of \$70.00 for the filing fee. Kindly forward conformation in care of this office.

Thanking you, I am

Yours truly,



Haley D. Bronson, Esquire

HDB:dw  
Enclosures

SIGNED IN THE PRESENCE OF  
THE ABOVE TO AVOID DELAY

APPROVED  
AND  
FILED

04 DEC -6 PM 2:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CAPTAIN'S QUARTERS HOMEOWNER'S ASSOCIATION, INC.  
(a corporation not for profit)

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, (Not for Profit) adopt the following Articles of Incorporation for the corporation:

ARTICLE I  
NAME

The name of the corporation shall be Captain's Quarters Homeowners' Association, Inc.

ARTICLE II  
ADDRESS OF ASSOCIATION

The street address of the initial registered office of this corporation is 624 Lakeshore Boulevard, Kissimmee, Florida 34744 and the name of the initial registered agent of this corporation at that address is Raymond R. Sessions. The mailing address of the corporation is also 625 Lakeshore Boulevard, Kissimmee, Florida 34744.

ARTICLE III  
PURPOSE OF ASSOCIATION

The general nature, objects and purposes of the Association shall be:

- A. To promote the health, safety and social welfare of the owners of the property described as A Replat of Lot 9, Cannon Creek Estate d/b/a Captain's Quarter's Subdivision according to the Plat thereof filed among the public records of Columbia County, Florida, and the owners of the property units thereof platted subsequent to the date hereof;
- B. To provide for the improvement, maintenance and preservation of said property;
- C. To administer and enforce all of the terms and conditions of that Declaration of

Covenants and Restrictions on A Replat of Lot 9, Cannon Creek Estate d/b/a Captain's Quarter's Subdivision and all subsequently platted units thereof, together with those matters and things shown on the recorded plats of said subdivision and subsequently platted units;

D. To operate without profit for the sole and exclusive benefit of its members.

#### ARTICLE IV.

#### POWERS OF ASSOCIATION

The Association shall have all the powers set forth in Chapter 617, Florida Statutes, including but not limited to, to the following:

A. To exercise and enforce all of the powers, privileges and duties set forth in the above described Declaration as it presently exists and as it may be amended, together with those contained in like declarations applicable to subsequently platted units;

B. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration or By-laws of the Association for all of the purposes of the Association and to create and establish reasonable reserves for the purposes;

C. To pay all expenses incident to the conduct of the business of the Association;

D. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association;

F. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association;

G. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association;

H. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust, by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association;

I. To exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida with regard to corporations not for profit may now or hereafter have or exercise under said laws.

#### ARTICLE V.

#### MEMBERSHIP

The members of the Association shall consist of the fee simple owners of the platted lots of A Replat of Lot 9, Cannon Creek Estate d/b/a Captain's Quarter's Subdivision according to the Plat thereof recorded among the public records of Columbia County, Florida, and the owners of the platted lots in subsequently platted units thereof. Membership shall be as a result of the ownership of a platted lot and may not be separated from such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

#### ARTICLE VI.

#### VOTING RIGHTS

The Association shall have two classes of voting members:

Class A – Initially, the Class A members of the Association shall be the Owners of Lots as defined in the Declaration, located in the Subdivision with the exception of the Declarant. If the same Owner own more than one Lot, Such Owner shall be a Class A Member and shall have membership privileges and pay the assessments with respect to each Lots so owned. Class A

Members shall be a non-voting membership except on such matters and in such events as hereinafter specified. Class A Members shall be entitled to full voting privileges at such time as the Class B membership, as hereinafter defined, shall terminate and cease to exist. Before the termination of such Class B membership, Class A Members shall be entitled to vote only on (i) any proposal to change the method of determining the amount of the annual assessment to be levied by the Association; (ii) any proposal to change the method of approving the annual assessment; (iii) the annual budget and the regular annual assessments therefor as provided in the Declaration; (iv) any proposal to subject additional properties, other than by Declaration (or its mortgagee or assignee as herein provided), to the provisions of the Declaration and the jurisdiction of the Association; (v) any proposal to dedicate or transfer all or any part of the real property of the Association to any public agency or authority; (vi) any proposal of merger, consolidation or dissolution; (vii) except as otherwise specifically provided herein, any proposal to amend the Articles of Incorporation; and (viii) any proposal to subject any real property owned by the Association to any mortgage. When entitled to vote, Class A Members shall be entitled to one vote for each Lot owned. When more than one person owns a Lot, the vote for such Lot shall be exercised as they among themselves determine, but, in the event of disagreement among such persons and an attempt by two or more of them to cast such vote or votes, such persons shall not be recognized and such vote or votes shall not be counted. Prior to the termination of such Class B membership, all other matters shall be determined solely by a vote of the Class B Member.

Class B – The sole Class B Member of the Association shall be the Declarant, as defined in the Declaration. Class B membership shall be a full voting membership with one vote for each lot owned, and during its existence, any act of the Association requiring the approval or affirmative vote of the membership, including those matters on which Class A members are entitled to vote as

set forth above, shall not be valid unless approved by a vote of the Class B Member. Class B membership shall terminate and cease to exist at the sale by Declarant of all Lots in the Subdivision, as well as all Lots that the Declarant may own in a subdivision that is hereafter made subject to this Declaration as hereinafter provided in Article XIV of the Declaration, or earlier, upon Declarant's transfer of all its rights as a Class B Member to the Association as provided herein.

ARTICLE VII.

BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than two (2) directors. All members of the Board of Directors, excluding the Declarant, shall be licensed pilots. The exact number of directors shall be fixed from time to time by the By-laws as adopted and amended by the membership of the Association. The initial Board of Directors shall consist of two (2) directors, who shall hold office until the election of their successors, and the names and addresses of the members of the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Raymond R. Sessions	624 Lakeshore Boulevard Kissimmee, Florida 34744
Stephen Austin Sessions	2409 SW Sisters Welcome Road Lake City, Florida 32025

ARTICLE VIII.

OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, establish. Any two or more offices may be held by the same person except the offices of President

and Secretary may not be held by the same person. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the members of the Association. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are:

President:	Raymond R. Sessions
Vice President:	Stephen Austin Sessions
Secretary:	Stephen Austin Sessions
Treasurer:	Raymond R. Sessions

#### ARTICLE IX.

##### DURATION

The corporation shall be perpetual existence.

#### ARTICLE X.

##### BYLAWS

The members of the Association shall adopt By-laws consistent with these Articles and said By-laws may be amended, altered or rescinded by the majority vote of the membership of the Association.

#### ARTICLES XI.

##### CONTRACTS BETWEEN ASSOCIATION AND OFFICERS/DIRECTORS

No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other legal entity in which one or more of the officers or directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an officer or director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorized such a contract or transaction, or solely because of the vote of such officer or direction in connection therewith. No officer or director of the Association shall incur a liability by reason of



the fact that such officer or director is or may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at the meeting of the Board of Directors or any committee thereof which authorizes contracts or transaction.

## ARTICLE XII.

### DISSOLUTION

This Association may be dissolved upon the written consent of three-fourths (3/4) of the votes entitled to be cast by the membership of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency and shall be used for purposes similar to those for which this Association was created. In the event that such dedication is refused or in the event that those persons voting for dissolution so indicate, such assets shall be granted, conveyed or assigned to any other non-profit corporation devoted to such similar purposes.

## ARTICLE XIII.

### AMENDMENTS

These Articles may be altered, amended, or repealed in the following manner:

A. Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.

B. A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by the members of the Association, however, the proposed amendment shall be adopted only by at least two-thirds of the votes entitled to be cast by the members of the Association.

## ARTICLE XIV.

### SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Raymond R. Sessions

624 Lakeshore Boulevard  
Kissimmee, Florida 34744

ARTICLE XV.

LIMITATION

As long as there is a Class B membership existing in A Replat of Lot 9, Cannon Creek Estate d/b/a Captain's Quarter's Subdivision, the following actions require prior approval of FHA/VA: Annexation of additional properties, mergers and consolidations, mortgaging of common area, dedication of common area, dissolution or amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, the parties hereto have executed the Articles of Incorporation on this 21<sup>st</sup> day of October, 2004.

WITNESSES:

Haley D. Brown  
Diana M. Wallis

F. C. CARROLL PROPERTIES, INC.,  
a Florida Corporation

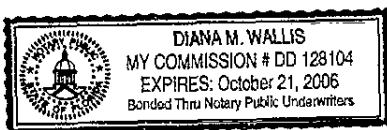
By: Raymond R. Sessions  
Raymond R. Sessions  
Its: President

STATE OF FLORIDA  
COUNTY OF Osceola

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Raymond R. Sessions in his capacity as President of F. C. Carroll Properties, Inc., a Florida Corporation, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed and subscribed to the same. They are personally known to me or have produced \_\_\_\_\_ as identification.

WITNESS my hand and seal this 21<sup>st</sup> day of October, 2004.

Diana M. Wallis  
NOTARY PUBLIC, State of Florida  
My Commission expires: 10/21/06



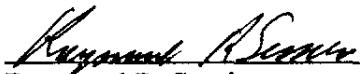
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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

I, Raymond R. Sessions, having been named to accept service of process for be County Landings Homeowners' Association at Cannon Creek, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 624 Lakeshore Boulevard, Kissimmee, Florida 34744, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

  
\_\_\_\_\_  
Raymond R. Sessions  
(Registered Agent)