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FLORIDA PROFIT/NON PROFIT CORPORATION

Crown Club Association, Inc.

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**ARTICLES OF INCORPORATION
OF
CROWN CLUB ASSOCIATION, INC.**

(a Florida corporation not-for-profit)

The undersigned, being an individual, does hereby act as an incorporator in adopting the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617 of the Florida Statutes, and hereby certifies the following:

ARTICLE I

The name of the corporation shall be "Crown Club Association, Inc." (the "Corporation").

ARTICLE II

The general purpose of the Corporation shall be as follows:

(a) To be the Club Association Beneficiary to which reference is made in the Declaration of Trust Declaration of Summer Bay Resorts Crown Club (hereinafter the "Trust Declaration") as now existing or as may hereafter be amended, establishing a trust (hereinafter the "Trust") which will own, lease, operate, and otherwise acquire property including, but not limited to, timeshare interests in real property located throughout the United States and abroad, and to establish a plan for the control and use of such property, and to exercise all rights and powers of the Club Association Beneficiary as specified in the Trust Declaration, in the By-laws of the Corporation, and as provided by law;

(b) To be the Club Association Beneficiary of the Trust created pursuant to the Trust Declaration;

(c) To fix and collect fees or other charges as may be authorized by the Bylaws of the Corporation and the Trust Declaration;

(d) To manage, control, operate, maintain, repair and improve the property owned, leased, operated or otherwise acquired by the Trust pursuant to the Trust Declaration and made available for use by the beneficiaries of such Trust;

(e) To enforce rules and regulations affecting any property owned, leased, operated or otherwise acquired by the Trust, including any timeshare interests in real property; and

(f) To do any and all things necessary and proper for the accomplishment of the foregoing purposes and to exercise all powers conferred upon not-for-profit corporations by common law and the statutes of the State of Florida.

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ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The name and address of the incorporator to these Articles of Incorporation is Caldwell & Payne, P.A., a Florida professional corporation, 2215 Cluster Oak Drive, Suite 3, Clermont, Florida 34711.

ARTICLE V

The initial address of the principal office and the mailing address of the Corporation is 25 Town Center Boulevard, Suite C, Clermont, Florida 34714.

ARTICLE VI

The name of the initial registered agent of the Corporation shall be Caldwell & Payne, P.A., a Florida professional corporation. The street address of the initial registered office of the Corporation in the State of Florida is 2215 Cluster Oak Drive, Suite 3, Clermont, Florida 34711.

The written acceptance of the said initial registered agent, as required by Section 617.0501(3) of the Florida Not-For-Profit Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VII

The method of election of members of the Board of Directors of the Corporation shall be stated in the Bylaws of the Corporation.

ARTICLE VIII

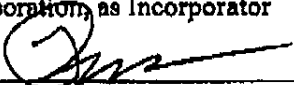
Every director and every officer of the Corporation (and the directors and their officers as a group) shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, at all trial and appellate levels, reasonably incurred by or imposed upon any of the foregoing in connection with any proceeding, litigation or settlement in which any of the foregoing may become involved by reason of being or having been a director or officer of the Corporation. The foregoing provisions for indemnification shall apply whether or not any of the foregoing is a director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a director or officer admits or is adjudged guilty of willfulness, feaance or malfeasance in the performance of such officer's or director's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not inclusive of any and all rights of indemnification to which director or officer may be entitled whether by statutes, including but not limited to Chapter 617 and Chapter 721 of the Florida Statutes, or Common Law.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as the sole incorporator of the Corporation as of this 26th day of August, 2008.

	Caldwell & Payne, P.A., a Florida professional corporation, as Incorporator
	By:  Paul M. Caldwell, its President

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CROWN CLUB ASSOCIATION, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

This 26th day of August, 2008.

	Caldwell & Payne, P.A., a Florida professional corporation, as Registered Agent By: <u>[Signature]</u> Paul M. Caldwell, its President
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SUMMER BAY SUMMER BAY RESORT CROWN CLUB CLUB ASSOCIATION, INC. ARTICLES OF INCORPORATION

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