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June 27, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation of
CYPRESS CREEK BASIN ASSOCIATION, INC.

Dear Sir/Madam:

Please find enclosed our check in the amount of \$70.00 for filing fees and the original Articles of Incorporation of the above referenced entity for filing. Also enclosed is a copy of the Articles of Incorporation and a stamped, self-addressed envelope for return to our office. I thank you for your prompt attention to this matter.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

Lynn Dayton
Lynn Dayton
Paralegal

/led
enclosures

(cbell:wp51\corp\deptatfx.ltr)

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ARTICLES OF INCORPORATION
OF

CYPRESS CREEK BASIN ASSOCIATION, INC.

The undersigned, for the purpose of forming a non-profit corporation under the Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation shall be:

CYPRESS CREEK BASIN ASSOCIATION, INC.

ARTICLE 2. PRINCIPAL OFFICE

The principal office of the Corporation has not yet been established. The current mailing address of the Corporation is 9564 South Kilgore Road, Orlando, Florida 32836.

ARTICLE 3. EFFECTIVE DATE

Corporate existence shall begin upon the date of signing and acknowledgement of the Articles of Incorporation, if such date is within five (5) business days prior to the date of filing. Otherwise, corporate existence shall begin the date the Articles of Incorporation are filed.

ARTICLE 4. DURATION

The duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 5. NOT FOR PROFIT

This corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 6. PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

- A. To foster interest and concern for the protection and use of Lake Sheen and the Butler Chain of Lakes, and to defend, protect, and advance the interests of property owners and all other persons interested in the care, conservation, and well-being of such lakes and waterways.

- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to maintain and defend lawsuits and all legal processes, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

ARTICLE 7. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 6 (Purposes) hereof.

ARTICLE 8. MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

ARTICLE 9. INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of the Corporation is 128 East Livingston Street, Orlando, Florida 32801, and the name of the initial Registered Agent at that address is RICHARD DUNEGAN, ESQUIRE.

ARTICLE 10. TRUSTEES

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees.

B. Number. The number of Trustees shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Trustees. The Corporation shall initially have five (5) Trustees.

C. Election; Removal. Trustees shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Initial Trustees. The names and addresses of the initial Trustees to hold office until the first annual meeting of members, and until their successors shall have been elected and qualified, are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
GARY DIRLAM	9564 South Kilgore Road Orlando, Florida 32836
JAMES KRASS	9128 Point Cypress Drive Orlando, Florida 32836
TIM LOUCKS	8817 Trout Road Orlando, Florida 32836
KEVIN SMYTH	8816 Lake Sheen Court Orlando, Florida 32836
WELDON WICHMAN	9413 State Road 535 Orlando, Florida 32836

ARTICLE 11. INCORPORATOR

The name and address of the Incorporator is as follows:

GARY DIRLAM	9564 South Kilgore Road Orlando, Florida 32836
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ARTICLE 12. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE 13. NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

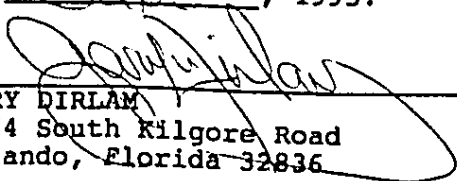
ARTICLE 14. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon by the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 15. INDEMNIFICATION

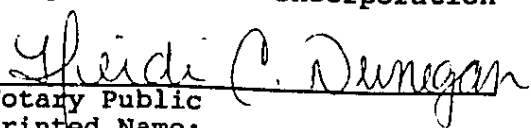
The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27 day of June, 1995.


GARY DIRLAM
9564 South Kilgore Road
Orlando, Florida 32836

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of June, 1995, by GARY DIRLAM, who is personally known to me or has produced FL drivers license as identification and who did take an oath and acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.


Notary Public
Printed Name:
Commission Number:
My Commission Expires:



HEIDI C DUNEGAN
My Commission CC449038
Expires Mar. 28, 1999
Bonded by NFNU
800-224-6368

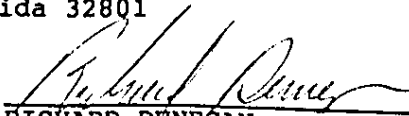
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
CYPRESS CREEK BASIN ASSOCIATION, INC.
2. The name and address of the registered agent and office is:
RICHARD DUNEGAN, ESQUIRE
128 East Livingston Street
Orlando, Florida 32801

Date: June 27, 1995


RICHARD DUNEGAN
Registered Agent

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


RICHARD DUNEGAN

Date: June 27, 1995

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