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July 3, 1995

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

Subject: Courtyard Oaks Community Association, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50. Please send a certified copy to:

Robin A. Reed
4800 Haw Branch Road
Sebring, Florida 33872
941-382-8538

Sincerely,

Robin A. Reed

FILED
JUL 21 PM 1:55
TALLAHASSEE, FLORIDA

Dmc
7-21-95

July 14, 1995

Ms. Amanda Herring
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Courtyard Oaks Community Association, Inc.
Ref. Number: W95000013917

Dear Ms. Herring:

Enclosed please find a corrected original and one (1) copy of the articles of incorporation for the above corporation *and a check in the amount of \$122.50* *already submitted*. Pursuant to Florida Statute, we have changed the minimum number of directors to three (3). Also enclosed is a copy of your returned letter. Please send a certified copy to:

Robin A. Reed
4800 Haw Branch Road
Sebring, Florida 33872
941-382-8538

Sincerely,


Robin A. Reed



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1995

ROBIN A. REED
4800 HAW BRANCH ROAD
SEBRING, FL 33872

SUBJECT: COURTYARD OAKS COMMUNITY ASSOCIATION, INC.
Ref. Number: W95000013917

We have received your document for COURTYARD OAKS COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 095A00033320

ARTICLES OF INCORPORATION
OF
COURTYARD OAKS COMMUNITY ASSOCIATION, INC.
A Florida Corporation Not-For-Profit

FILED

95 JUN 21 PM 1:55

SEBRING, FLORIDA

The undersigned, acting as incorporator of a corporation, adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Courtyard Oaks Community Association, Inc. (the "Association").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be at 4800 Haw Branch Road, Sebring, Florida 33872, or such other address as may be designated by the Board of Directors.

ARTICLE III
PURPOSE

The purpose of the Association is the administration, operation and management of a property owner's association and shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the Association in accordance with the terms, provisions and authorizations contained herein, in the Bylaws established pursuant to the requirements of these Articles, and in the Declaration of Restrictions (the "Declaration") which will be recorded in the public records of Highlands County, Florida. In addition, the Association may acquire, own, operate, lease, sell, trade or otherwise deal with any property, real or personal, as may become part of the Association and as may be necessary or convenient for the administration of the Association.

ARTICLE IV
POWERS AND DUTIES

The Association shall have the following powers:

- A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered.
- B. All the powers reasonably necessary to implement and effectuate the purposes of the Association, without limitation, so long as such powers do not violate federal, state or local law, the Articles of Incorporation, the Bylaws, or the Declaration of Restrictions.

ARTICLE V
MEMBERSHIP

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

- A. The owners of lots 29 through 36, Prairie Oaks Village, as recorded in plat book 15, page 88 (or any amendments, modifications or replats thereto) of the public records of Highlands County shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of a fee simple title to one of the lots described in paragraph A, above, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such lot; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any lot.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. On all matters upon which the membership is entitled to vote as hereinafter provided, there shall be one, and only one, vote for each Lot in the Association, which vote may be exercised or cast by the owner(s) of each Lot as provided for in the Bylaws. Should any member own more than one Lot, such member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the Bylaws.

ARTICLE VI EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence, unless the Association is terminated pursuant to the provisions of its Declaration, in which event the Association shall be dissolved in accordance with law.

ARTICLE VII OFFICERS

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary and Treasurer, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer needs to be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person. Officers shall be elected annually.

The officers of the Association, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President and Treasurer	Robin A. Reed
Vice President and Secretary	Kimberly B. Reed

Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the Association, and any and all such persons and/or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

ARTICLE VIII DIRECTORS

The number of members of the Board of Directors shall be not less than three (3). Meetings for the election of members of the Board of Directors shall be held annually, in a manner to be provided in the Bylaws. The first Board of Directors Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are elected and have qualified, are as follows:

Robin A. Reed
4800 Haw Branch Road
Sebring, Florida 33872

Kimberly B. Reed
4800 Haw Branch Road
Sebring, Florida 33872

Roland A. Harris
4800 Haw Branch Road
Sebring, Florida 33872

ARTICLE IX INCORPORATORS

The Incorporator under these Articles of Incorporation and his respective address, is set forth below:

Robin A. Reed
4800 Haw Branch Road
Sebring, Florida 33872

ARTICLE X BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Board of Directors of the Association at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

ARTICLE XI INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a 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 misteasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon

a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if as being in 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.

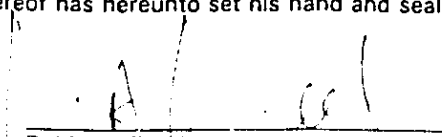
ARTICLE XII AMENDMENT TO ARTICLES

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Lots in the Association, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be adopted by a Resolution of the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of the members. Such resolution shall be transmitted to the President of the Association or the acting chief-executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the Resolution containing the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments unreasonably detailed for, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than a majority of the Lots in the Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Record of Highlands County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State.

ARTICLE XIII DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved in accordance with the provisions of Article VI hereof.

IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this 13th day of July, 1995.



Robin A. Reed
Incorporator

STATE OF FLORIDA

COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 13th day of JULY,
1999, by Robin A. Reed, who is personally known to who did not take oath.



PENNY R KOCAREK
My Commission CC327558
Expires Nov. 02, 1997
Bonded by HAI
800-422-1555

A handwritten signature in cursive script, reading "Penny R. Kocarek", written over a horizontal line.

Name: Penny R. Kocarek

Notary Public, State of Florida

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 Courtyard Oaks Community Association, Inc.

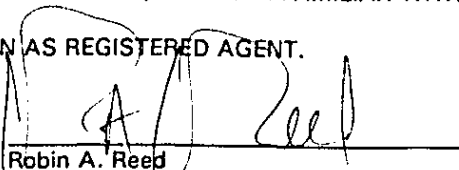
2. The name and address of the registered agent and office is:

Robin A. Reed

4800 Haw Branch Road

Sebring, Florida 33872

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.



Robin A. Reed
Registered Agent

Date: 7/13/95