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TALLAHASSEE, FLORIDA
THOMAS C. Ranew, Jr.

April 3, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

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*****70.00 *****70.00

Re: The Concerned Homeowners Club of Palm Cay, Inc.

TO WHOM IT MAY CONCERN:

Enclosed is an original and copy of Articles of Incorporation of The Concerned Homeowners Club of Palm Cay, Inc., together with our trust account check in the amount of \$70.00, representing your filing fee. Please file the Articles of Incorporation, and return the acknowledgment copy enclosed to me.

Thank you for your attention to this matter.

Very truly yours,



THOMAS C. RANER, JR.
For the Firm

TCRJR/jf

Enclosures

ARTICLES OF INCORPORATION
OF
THE CONCERNED HOMEOWNERS CLUB OF PALM CAY, INC.

(A corporation not for profit)

ARTICLE I

Name

The name of this Corporation is THE CONCERNED HOMEOWNERS CLUB OF PALM CAY, INC.

ARTICLE II

Purpose

The purposes for which this corporation is organized are:

(a) To act as a civic organization representing the interests of the members as hereinafter defined.

(b) To operate without profit and for sole and exclusive benefit of its members in conformity with the purposes hereinabove expressed.

ARTICLE III

Powers

The corporation shall have all of the powers of the corporation not for profit organized under the provisions of Chapter 617, Florida Statutes, (1995).

ARTICLE IV

Term

This corporation shall have perpetual duration.

ARTICLE V

Members

The members of the corporation shall consist of the owners of Lots in Palm Cay who have executed these Articles and all future owners of Lots in Palm Cay who agree in writing to become members.

ARTICLE VI

Voting

Each member of the corporation shall have one vote.

ARTICLE VII

Directors

The affairs of the corporation shall be managed under the authority of a Board of Directors who must be members of the corporation and lot owners in Palm Cay. The initial Board of Directors of the corporation shall consist of three (3) members, whose names and addresses are as follows:

NAME	ADDRESS
1. FRANK P. MORTON	8324 SW 107TH LANE Ocala, FL 34481
2. ARTHUR KNOWLES	10787 SW 77TH COURT Ocala, FL 34476
3. JOSEPH DOYLE	7745 SW 107TH PLACE Ocala, FL 34476

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The members of the Board of Directors shall be elected at the annual meeting of the members as provided in the By-Laws of the

Corporation and shall serve for terms of one year, or until the election of a successor and qualification, or until removed from office in the manner provided in the By-Laws.

ARTICLE VIII

Officers

The affairs of the corporation, subject to the direction of the Board of Directors, shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as may from time to time be provided by the By-Laws of the corporation. The officers of the corporation shall be elected by the Board of Directors at a meeting immediately following the Annual Meeting of the members of the Corporation as provided in the By-Laws of the Corporation. The initial officers of the corporation shall be:

President:	Arthur Knowles
Vice President:	Frank P. Morton
Secretary:	Joseph Doyle
Treasurer:	Ruby Miller

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the members and any alteration, amendment or repeal shall become effective only upon ratification by members holding a majority of the votes entitled to be cast by the members of the Association.

ARTICLE X

Amendments

These Articles of Incorporation may be amended in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment or amendments and directing that such amendment or amendments be submitted to a vote at a meeting of the Members of the corporation, which may be either the annual or special meeting of the members.

(b) Written notice setting forth the proposed amendment or amendments, or a summary of the changes to be effective thereby, shall be given to each member of the Corporation entitled to vote thereon not less than ten nor more than sixty days before the date of the meeting which such amendment or amendments will be considered by the members. Such notice shall be given either personally by delivery or by first class mail, and, if mailed, such notice shall be deemed to have been delivered five (5) days after being deposited in the United States Mail with postage thereon prepaid deposited to the Member at his address as it appears on the membership roll of the corporation.

ARTICLE XI

Dissolution of the Association

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all cost and expenses of such dissolution shall be distributed in the following manner:

The assets shall be distributed to the members of the Association as tenants-in-common, with each member receiving an undivided fractional interest equivalent to the

number of votes to which such member was entitled immediately prior to the dissolution divided by the total votes then outstanding.

(b) The Association may be dissolved upon a resolution to that effect being adopted by affirmative vote of two-thirds (2/3) of the members as of the date such resolution is considered by the membership.

ARTICLE XII

Principal office and Resident Agent

The address of the initial registered office of the corporation shall be 10787 SW 77th Court, Ocala, Florida 34476. The initial registered agent of the corporation at such address shall be ARTHUR KNOWLES.

ARTICLE XIII

Subscribers

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

	<u>NAME</u>	<u>ADDRESS</u>
1.	ARTHUR KNOWLES	10787 SW 77th Court Ocala, FL 34476
2.	FRANK P. MORTON	8324 SW 107th Lane Ocala, FL 34481
3.	JOSEPH DOYLE	7745 SW 107th Place Ocala, FL 34476

IN WITNESS WHEREOF, the Subscribers have affixed their signatures this 3rd
day of April, 1996.

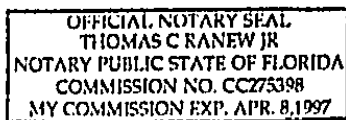
Arthur Knowles
ARTHUR KNOWLES

Frank P. Morton
FRANK P. MORTON

Joseph Doyle
JOSEPH DOYLE

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 3rd day of April, 1996,
by Arthur Knowles, Frank P. Morton and Joseph Doyle.



Thermy
Signature of Notary Public
(Print, typed, or stamp Commissioned Name of
Notary Public)
My commission expires: 4-8-97

Personally known X OR Produced Identification _____
Type of Identification Produced _____

Designation and Acceptance of Registered Agent

The name of the initial Registered Agent of this corporation is Arthur Knowles, whose address is 10787 SW 77th Court, OCALA FL 34476, who signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Florida Statutes.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of THE CONCERNED HOMEOWNERS CLUB OF PALM CAY, INC., and acknowledge that I am familiar with the duties of Registered Agent as set forth in Florida Statutes.

Arthur Knowles
ARTHUR KNOWLES

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FILED
95 APR -5 AM 8:55
TALLAHASSEE, FLORIDA