

N96000002174

LEE JAY COLLING & ASSOCIATES, P.A.

ATTORNEYS AT LAW

LEE JAY COLLING *
WILLIAM HAW BLALOCK
LAVINIA N. MCNEILLEN

* ALSO ADMITTED IN MICHIGAN

SUITE 700
FIRST UNION BUILDING
20 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

TELEPHONE (407) 640-2001
FAX (407) 640-1000

PARALEGAL
NADINE M. COLLING

April 8, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fla. 32314

3000001778878
04/11/96--01065--005
***122.50 ***122.50

RE: Errol Co-op, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, I am enclosing our firm check in the amount of \$122.50 which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent's fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

789-2295-671
W96-8206

Very truly yours,

MWhite

Maggie White
Assistant to Lee Jay Colling

/mw

Enclosures

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DEPT. OF STATE
DIVISION OF CORPORATIONS
96 APR 22 PM 12:13

4/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 22 PM 12:43

April 16, 1996

LEE JAY COLLING & ASSOCIATES, P.A.
FIRST UNION BUILDING - SUITE 700
20 NORTH ORANGE AVENUE
ORLANDO, FL 32801

SUBJECT: ERROL CO-OP, INC.
Ref. Number: W96000008206

We have received your document for ERROL CO-OP, 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.

Claretha Golden
Document Specialist

Letter Number: 696A00017648

LEE JAY COLLING & ASSOCIATES, P.A.

ATTORNEYS AT LAW

LEE JAY COLLING *
WILLIAM BLAW BLALOCK
LAVINIA N. MCMILLIN

* ALSO ADMITTED IN MICHIGAN

SUITE 700
FIRST UNION BUILDING
20 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-2684
FAX (407) 640-1000

PARALEGAL
NADINE B. COLLING

April 19, 1996

Claretha Golden
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Errol Co-op, Inc.
Ref. No. W96000008206

Dear Ms. Golden:

We have revised the Articles of Incorporation of Errol Co-op, Inc. in order to meet the requirement of Section 617.0803, Florida Statutes, and are forwarding same to you for filing. Your office is in possession of our check for \$122.50 representing filing fee and one certified copy. I have also enclosed a copy of your letter as you had requested.

If you have any questions, please contact the undersigned at (407) 843-2684. Thank you.

Sincerely,



Maggie White
Assistant to Lee Jay Colling

:mw

Enclosures

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CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

ERROL CO-OP, INC.

A Not-For-Profit Florida Corporation

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I, the undersigned, for the purposes of forming a Not-for-Profit corporation under the laws of the State of Florida, and in compliance with the requirements of Chapter 617 and Chapter 719, Florida Statutes, hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

ERROL CO-OP, INC.

The principal office address is:

**1441 Lake Marion Drive
Apopka, Florida 32712**

ARTICLE II

REGISTERED AGENT/OFFICE

The name of the initial Registered Agent of this corporation is:

**Lee Jay Colling
Attorney-at-Law**

The street address of the initial registered office of this corporation is:

**First Union Tower, Suite 700
20 North Orange Avenue
Orlando, Florida 32801.**

ARTICLE III

PURPOSE AND POWERS

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which this corporation is formed are:

- 1. To operate in such manner as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue code, as amended.*
- 2. To represent its members in Errol Co-op, Inc., their successors and assigns, pursuant to the provisions of Chapters 617 and 719, Florida Statutes.*
- 3. To negotiate for, acquire, finance, and operate Errol Country Club ("Club") on behalf of its members.*
- 4. To convert the Club, once acquired, to a cooperative form of ownership. Upon acquisition of the property, the Corporation shall be the entity that operates and manages the cooperative in the ordinary course of business.*
- 5. Operate and maintain common property, including without limitation the surface water management system including any mitigation areas as permitted by the applicable Florida Water Management District, if any, including all lakes, retention areas, culverts and related appurtenances.*
- 6. Establish rules and regulations.*
- 7. To institute, maintain, settle, or appeal actions or hearings in its name on behalf of its members concerning matters of common interest, including, but not limited to, the common property; structural components of a building or other improvements; mechanical, electrical, and plumbing elements serving the Club property; and protests of ad valorem taxes on commonly used facilities. In addition, the Corporation shall have all of the applicable powers specified in Chapters 607, 617, and 719, Florida Statutes.*
- 8. To make, collect and enforce assessments and to lease,*

8. *To make, collect and enforce assessments and to lease, maintain, and replace the common areas.*
9. *To modify or move or create any easement for ingress and egress or for the purposes of utilities if the easement constitutes part of, or crosses, the Club property upon purchase or lease of the Club.*
10. *Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.*
11. *Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."*
12. *Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation if allowed by the bylaws.*
13. *Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.*
14. *Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.*
15. *Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.*
16. *Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.*
17. *Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.*

18. *Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.*
19. *Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.*
20. *Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipally, or of any instrumentality thereof.*
21. *Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Chapter 617.0833, Florida Statutes.*
22. *Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.*
23. *Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.*
24. *Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.*

ARTICLE IV

MEMBERSHIP

Membership in this Corporation shall be limited to persons who are members of Errol Country Club and who have purchased Membership Certificates in the Corporation.

Upon the transfer of a Membership Certificate, either voluntarily or by operation of law,

the transferee shall become a member of the Corporation if all the requirements for membership have been met.

ARTICLE V

PERPETUAL EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

DIRECTORS

The Powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of directors of the corporation shall be three (3); but may be increased up to nine (9) members by vote of the majority of the then existing board of directors, and such directors shall hold office until either the first annual meeting of the membership at which time an election of directors shall be held, or until a special meeting of the membership held for the purpose of electing a new board of directors to replace the initial board. The first annual or special meeting for the purpose of electing a new board of directors shall be held within 120 days from the date of the purchase of Errol Country Club by Errol Co-op, Inc. The manner in which the directors shall be elected will be determined in the Bylaws.

The directors named herein as the first Board of Directors shall hold office until either the first annual meeting of the membership at which time an election of directors

shall be hold, or until a special meeting of the momborship hold for the purpose of olecting a now Board of Directors to replace the Inltial Board. The manner in which the Directors shall be olected will be determined in the By-Laws.

The names and addresses of the Inltial Board of Directors of this corporation are:

NAME:

ADDRESS:

Foley Hooper

*1441 Lake Marlon Drive
Apopka, FL 32712*

John Hudson

*1755 Lake Marion Drive
Apopka, FL 32712*

Lee Jay Colling

*20 N. Orange Avenue, Suite 700
Orlando, FL 32801*

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

*Lee Jay Colling
First Union Tower, Suite 700
20 North Orange Avenue
Orlando, Florida 32801*

ARTICLE VIII

BY-LAWS

The power to amend or repeal the By-Laws shall be in the members. The affirmative vote of the majority of the voters present, in person or by proxy, at a meeting at which a quorum has been established, shall be necessary to exercise that power. The

power to adopt the first By-Laws of the Corporation, however, shall be in the Board of Directors. A majority vote of the Directors shall be necessary to adopt the first By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with Chapters 617 and 719, Florida Statutes and these Articles of Incorporation.

ARTICLE IX

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation. Such amendment may be proposed and adopted in the manner provided by the By-Laws of the Corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19 day of April, 1996.


Lee Jay Colling
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, this day, personally appeared Leo Jay Colling, the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Articles of Incorporation, as Incorporator.

- ☒ Affiant is personally known to me, or
☐ Affiant produced his/her driver's license
☐ Affiant produced as identification:

WITNESS my hand and official seal this 19th day of April, 1996.

Magdalena Philp White
Signature of Notary Public

MAGDALENA PHILP WHITE

Typed or Printed Name of Notary

My commission expires:



MAGDALENA PHILP WHITE
My Comm Exp 9/25/99
Bonded By Service Ins
No. CC497834

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of ERROL CO-OP, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 19th day of April, 1996.

Lee Jay Colling
Lee Jay Colling
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

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DIVISION OF CORPORATIONS
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Before me, this day, personally appeared Loo Jay Colling, the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Acceptance by Registered Agent.

- ☒ Affiant is personally known to me, or
☐ Affiant produced his/her driver's license
☐ Affiant produced as identification:

WITNESS my hand and official seal this 27th day of April, 1996.

Magdalena Philp White
Signature of Notary Public

MAGDALENA PHILP WHITE
Typed or Printed Name of Notary

My commission expires:



MAGDALENA PHILP WHITE
My Comm Exp 9/25/99
Bonded By Service Ins
No. CC497834
Affiant Known [] Other []

N96000002174

LEE JAY COLLING & ASSOCIATES, P.A.

ATTORNEYS AT LAW

LEE JAY COLLING *
WILLIAM SULAW BEALOCK **
LAVINIA N. MONTGOMERY †

* ALSO ADMITTED IN MICHIGAN

** ALSO ADMITTED IN NORTH CAROLINA

† ALSO ADMITTED IN GEORGIA

SUITE 700
FIRST UNION BUILDING
20 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

TELEPHONE (407) 640-2004
FAX (407) 640-1000

PARALEGAL
NADINE H. COLLING

November 21, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fla. 32314

100002015091--7
-11/26/96--01152--009
*****68.75 *****68.75

RE: Errol Country Club, Inc.

Dear Sir or Madam:

Enclosed please find an Amendment to the Articles of Incorporation of Errol Co-op, Inc. I have enclosed our check in the sum of \$68.75 representing the filing fee of \$35.00 and \$52.50 for a certified copy, less \$18.75 which is a credit we currently have with your office (statement attached).

I realize this account is to be used for electronic filing; however, since we no longer that this capability in our office and we cannot be reimbursed for the balance, Jerri Weinmann agreed to allow us to deduct the balance in our account from future filings until the account was brought to a zero balance. We have used the funds in this account in this manner since our agreement with Ms. Weinmann and assume this does not represent a problem. However, if you have any questions, please contact Jerri Weinmann for clarification and/or contact the undersigned.

If you have any questions, please contact the undersigned as soon as possible.
Thank you.

Very truly yours,



Maggie White
Assistant to Lee Jay Colling

/mw

Enclosures

Amended
96 NOV 25 AM 11:48
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEC 3 - 1996

PAGE 1

ACCOUNT NUMBER: 075350000221

1/1/94 01001 0715

DATE	DESCRIPTION	AUTHENTICATION CODE	SUB ACCOUNT	AMOUNT
10/01/96	BEGIN BAL			18.75
10/31/96	ENDING BAL			18.75

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
ERROL CO-OP, INC.**

FIRST: ARTICLE I shall be amended as follows:

**ARTICLE I
NAME**

The name of this corporation is:

ERROL COUNTRY CLUB, INC.

SECOND: ARTICLE III shall be amended as follows:

**ARTICLE III
PURPOSE AND POWERS**

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which this corporation is formed are:

1. *To operate in such manner as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue code, as amended.*
2. *To represent its members in Errol Country Club, Inc., their successors and assigns, pursuant to the provisions of Chapters 617, Florida Statutes.*
3. *To negotiate for, acquire, finance, and operate Errol Country Club ("Club") on behalf of its members.*
4. *To convert the Club, once acquired, to a not for profit form of ownership. Upon acquisition of the property, the Corporation shall be the entity that operates and manages the Club in the ordinary course of business.*
5. *Operate and maintain common property, including without limitation the surface water management system including any mitigation areas as permitted by the applicable Florida Water*

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DIVISION OF CORPORATIONS
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Managomont District, if any, including all lakes, retention areas, culverts and related appurtenances.

6. *Establish rules and regulations.*
7. *To institute, maintain, settle, or appeal actions or hearings in its name on behalf of its members concerning matters of common interest, including, but not limited to, the common property; structural components of a building or other improvements; mechanical, electrical, and plumbing elements serving the Club property; and protests of ad valorem taxes on commonly used facilities. In addition, the Corporation shall have all of the applicable powers specified in Chapters 607, and 617, Florida Statutes.*
8. *To make, collect and enforce assessments and to lease, maintain, and replace the common areas.*
9. *To modify or move or create any easement for ingress and egress or for the purposes of utilities if the easement constitutes part of, or crosses, the Club property upon purchase or lease of the Club.*
10. *Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.*
11. *Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."*
12. *Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation if allowed by the bylaws.*
13. *Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.*
14. *Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.*
15. *Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its*

obligations by mortgage and pledge of all or any of its property, franchises, or income.

16. *Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.*
17. *Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.*
18. *Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.*
19. *Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.*
20. *Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipally, or of any instrumentality thereof.*
21. *Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Chapter 617.0833, Florida Statutes.*
22. *Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.*
23. *Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.*
24. *Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.*

THIRD: ARTICLE VI shall be amended as follows:

**ARTICLE VI
DIRECTORS**

The Powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The initial number of directors of the corporation shall be three (3); but may be increased up to eleven (11) members by vote of the majority of the then existing board of directors, and such directors shall hold office until either the first annual meeting of the membership at which time an election of directors shall be held, or until a special meeting of the membership held for the purpose of electing a new board of directors to replace the initial board. The first annual or special meeting for the purpose of electing a new board of directors shall be held within 120 days from the date of the purchase of Errol Country Club by Errol Country Club, Inc. The manner in which the directors shall be elected will be determined in the Bylaws.

The directors named herein as the first Board of Directors shall hold office until either the first annual meeting of the membership at which time an election of directors shall be held, or until a special meeting of the membership held for the purpose of electing a new Board of Directors to replace the initial Board. The manner in which the Directors shall be elected will be determined in the By-Laws.

The names and addresses of the Board of Directors of this corporation are:

<u>NAME:</u>	<u>ADDRESS:</u>
Foley Hooper	1441 Lake Marion Drive Apopka, FL 32712
John Hudson	1755 Lake Marion Drive Apopka, FL 32712
Bob Atkins	15749 Acorn Circle Tavares, FL 32778
Ron Mountcastle	1096 Errol Parkway Apopka, FL 32712
Bob Shimp	1445 Oak Place Apopka, FL 32712
Harrie Crowley	1862 Tournament Drive Apopka, FL 32712
Roy Setliff	2011 Eagles Rest Dr. Apopka, FL 32712

Elizabeth Collins

1809 Eagles Rest Dr.
Apopka, FL 32712

John Huggins

1024 Old Magnolia Cove
Apopka, FL 32712

Herb Schlater

1187 Lake Frances Dr.
Apopka, FL 32712

Ken Ezell

1304 Errol Parkway
Apopka, FL 32712

FOURTH: ARTICLE VIII shall be amended as follows:


**ARTICLE VIII
BY-LAWS**

The power to amend or repeal the By-Laws shall be in the members. The affirmative vote of the majority of the voters present, in person or by proxy, at a meeting at which a quorum has been established, shall be necessary to exercise that power. The power to adopt the first By-Laws of the Corporation, however, shall be in the Board of Directors. A majority vote of the Directors shall be necessary to adopt the first By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which is consistent with Chapter 617, Florida Statutes and these Articles of Incorporation.

No members are entitled to vote on these amendments. The Board of Directors adopted the above stated amendments by a majority vote of the Board at a duly noticed meeting held on the 18 day of Nov., 1996.

ERROL COUNTRY CLUB, INC.

ATTEST:



By:
Title: President



By:
Title: Secretary