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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 137755 7177193

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pizito*

ORDER DATE : February 17, 1999

ORDER TIME : 12:45 PM

ORDER NO. : 137755-005

000002778420--6

CUSTOMER NO: 7177193

CUSTOMER: Mr. Joseph Sinay  
MR. JOSEPH H. SINAY  
MR. JOSEPH H. SINAY  
95 Triplet Lake Drive

Casselberry, FL 32707

DOMESTIC FILING

NAME: CROSS TIE HOMEOWNERS'  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY - NEED TWO CERTIFIED COPIES  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*Lori Dunlap* GAVE

AUTHORIZATION BY PHONE TO

CORRECT *Appropriate format*

DATE *2/18/99*

DOC. EXAM *gn*

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99 FEB 17 PM 5:28

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*gn 2/18/99*

ARTICLES OF INCORPORATION  
of  
Cross Tie Homeowners' Association, Inc.

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**ARTICLE I**

Name

The name of the corporation is Cross Tie Homeowners Association, Inc., hereinafter referred to as the "Association".

**ARTICLE II**

Principal Office

The principal office of the corporation shall be located at **24841 Derby Drive, Sorrento, FL 32776**, except as may be changed by the Board of Directors, but meeting of the members and directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

**ARTICLE III**

Purpose

Cross Tie Home Owners Association, Inc. is being formed to protect the investment of each and every home owner in the Cross Tie Ranch community, located on Sr. 44 in Lake, County Florida. The responsibility of this Association is to manage and maintain Cross Tie Ranch development and properties contained within this development. It will maintain and enforce the Declaration of Covenants, Conditions, Restrictions and Easements of Cross Tie Ranch. The Cross Tie Homeowners Association, Inc reserves the right to approve or disapprove any improvements or new development by a floor vote. The results of the vote will be based on the majority.

*Definitions*

Section 1.

"**Association**" means Cross Tie Homeowners' Association, Inc., its successors and assigns.

Section 2.

"**Property or Properties**" means that certain real property described in the Declaration of Covenants, Conditions, and Easements of Cross Tie Ranch and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3.

"**Common Area**" or "Common Areas" means all real property, including the entry, owned by the Association for the common use and enjoyment of the Homeowners.

Section 4.

**"Lot"** means any plot of land shown upon any recorded subdivision map of the properties with the exception of the entry and common areas.

Section 5.

**"Owner"** means the recorded owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the properties, including contract sellers, but excluding those having such interests merely as a security for the performance of an obligation or self interest.

Section 6.

**"Declaration"** means the Declaration of Covenants, Conditions, Restrictions and Easements of Cross Tie Ranch applicable to the properties recorded in the office of the Clerk of Circuit Court, Lake County, Florida.

Section 7.

**"Member"** means those person or persons entitled to membership as provided in the Declaration. A valid member is an Owner that will reside in the Cross Tie Ranch development with a permanent address.

*Meeting of Members*

Section 1.

**Annual Meetings.** The annual meeting of the members of this corporation shall be held at the time and place designated by the Board of Directors of the corporation. The annual meeting of the members for any year shall be held no later than thirteen (13) months after the last preceding annual meeting of members. Business transacted at the annual meeting shall include the election of the directors of the corporation. The first annual meeting shall be held within one (1) year from the date of incorporation of the Association.

Section 2.

**Special Meetings.** Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to a vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3.

**Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4.

**Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of each class of membership shall constitute a Quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or

these Bylaws. If, however, such Quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a Quorum as aforesaid shall be present or be represented.

Section 5.

**Proxies.** At all meeting of members, each members may vote in person or by proxy. All proxies shall be in writing signed with a valid member's signature and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

## Article IV

### Manner of Election of Directors

Section 1.

**Number.** The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The Association reserves the right to refuse any of the directors positions to non-members. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, but no decrease shall have the effect of shortening the terms of any incumbent Director. The Association shall always have a minimum of three (3) directors.

Section 2.

**Term of Office.** Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of members. At the first annual meeting of members and at each annual meeting thereafter the members shall elect Directors to hold office until the next annual meeting. Each Director shall hold office for the term for which he is elected and until his successor has been elected and qualified or until his earlier resignation, removal from office.

Section 3.

**Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at or prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for Election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members only.

Section 4.

**Election.** Election to the Board of Directors shall be by written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 5.

**Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association, in the event of death, resignation or removal of a Director, his successor shall be elected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 6.

**Compensation.** No Director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for the actual expenses incurred in the performance of his or her duties.

Section 7.

**Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the board of Directors.

## ARTICLE V

### Meeting of Directors

Section 1.

**Regular Meetings.** Regular meetings of the Board of Directors shall be held as determined by the Board of Directors without notice, at such place and hour as may be fixed from time to time by resolution of the board.

Section 2.

**Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days notice to each director, except in cases of emergency.

Section 3.

**Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

#### Section 1.

##### **Powers.**

The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

#### Section 2.

##### **Duties.**

It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
  - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;
  - (3) foreclose the lien against any property for which assessments are not paid

within (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area to be maintained;
- (h) cause to be paid any taxes or assessments levied against or on account of the Common Areas.

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

#### Section 1.

**Enumeration of Offices.** The officers of this Association shall be a president, vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time create by resolution.

#### Section 2.

**Election of Officers.** The initial officers shall be appointed or elected. Thereafter, the election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

#### Section 3.

**Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

#### Section 4.

**Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5.

**Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.

**Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7.

**Duties.** The duties of the officers are as follows:

(a) **President.** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required to him by the Board.

(c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) **Treasurer.** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual review of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## **ARTICLE VIII**

### **COMMITTEES**

The Board of Directors shall appoint an Architectural Review Committee, as provided in the Declaration, and a Nominating committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.



## **ARTICLE IX**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE X**

### **ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum legal rate, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

## **ARTICLE XI**

### **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words:

"CORPORATION NOT FOR PROFIT"

## **ARTICLE XII**

### **AMENDMENTS**

Section 1.

**Amendment.** These Bylaws may be amended, at a regular or special meeting of the members, by a vote of majority of a quorum of members present in person or by proxy.

Section 2.

**Conflict.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Bylaws shall control.

Section 3.

**Disclaimer.** Cross Tie Homeowner's Association will bear no responsibility for previous actions of Cross Tie Ranch Limited Partnership. Cross Tie Homeowner's Association is not affiliated with Cross Tie Ranch Limited Partnership. Cross Tie Ranch Limited Partnership is expressly prohibited from participation in Cross Tie Homeowner's Association.

**ARTICLE XIII**

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Joseph H. Sinay  
95 Triplet Lake Drive  
Casselberry, FL 32707

  
Signature/Registered Agent

2/15/1999

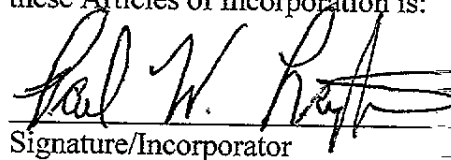
I am hereby familiar with and accept the duties  
and responsibilities of acting as registered agent.

**ARTICLE XIV**

**INCORPORATOR**

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

Paul W. Layton  
24925 Derby Drive  
Sorrento, FL 32776

  
Signature/Incorporator

2/15/99

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99 FEB 17 PM 5:29

**ARTICLE XV**

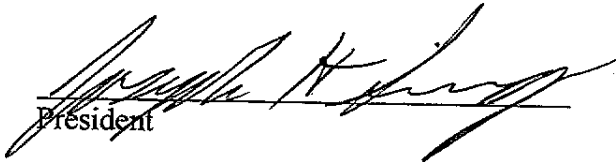
**MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

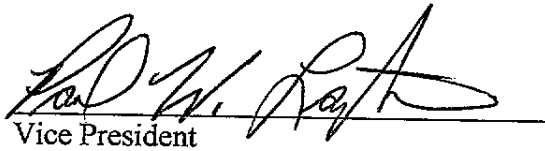
The foregoing were adopted as the Bylaws of Cross Tie Homeowner's Association, Inc. on February 15, 1999.

Cross Tie Homeowner's Association, Inc.

Attest:

  
\_\_\_\_\_  
President

2/15/1999  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Vice President

2/15/99  
\_\_\_\_\_  
Date