

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CALOOSA LAKES PROPERTY OWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 27, 1988, as shown by the records of this office.

The document number of this corporation is N26131.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
27th day of April, 1988.



Jim Smith

Jim Smith
Secretary of State

CR2E022 (10-85)

EXHIBIT

C

ARTICLES OF INCORPORATION
OF
CALOOSA LAKES
PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)

FILED
MAR 27 11:17
HILLSBOROUGH COUNTY
FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certify as follows:

ARTICLE I

Name

The name of this corporation shall be CALOOSA LAKES PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be S.R. 674 and Pebble Beach Boulevard, Sun City Center, Florida 33570, and the initial Registered Agent at that address is Mr. Kim Frosell.

ARTICLE II

Purposes

This Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Caloosa Lakes (hereinafter referred to as the "Subdivision"), and the specific purpose is to perform the functions of the property owners' association contemplated in the Declaration of Covenants and Restrictions for the Subdivision recorded in the Public Records of Hillsborough County, Florida, (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (c) Maintain, repair and replace Common Properties as contemplated by the Declaration;

(d) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III

Membership and Voting Rights

A. Eligibility. Every person, whether an Individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are members; but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves; but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entirety, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entirety.

B. Classes of Membership and Voting. The Association shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members shall be all persons owning record title to the Lots of the Subdivision ("Homeowners") except Developer. All Class B memberships shall belong to the Developer. Upon termination of Class B membership, as provided below, Class A members shall be all Homeowners, including Developer so long as such Developer is a Homeowner. Subject to the provisions of Section A of this Article, members, Class A or Class B, are entitled to cast one vote for each Lot owned. There shall be no cumulative voting for Directors or any other matters.

The Class B membership will terminate and convert automatically to Class A membership upon the happening of any of the following, whichever occurs first:

(a) The Developer conveys all of its respective right, title and interest in and to all the Lots of the Subdivision. For purposes of this provision, a Lot shall be considered conveyed when the Deed is duly recorded.

(b) The passage of four (4) months after the Developer has conveyed, other than to a successor Developer, all of the Developer's right, title and interest in and to seventy-five percent (75%) of the Lots.

(c) The passage of three (3) years after the Developer has conveyed, other than to a successor Developer, all of the Developer's right, title and interest in and to any Lot.

(d) The Developer records a disclaimer of its respective Class B memberships.

Upon termination of Class B membership, all provisions of the Declarations, Articles, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V

Incorporator

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

NAME

Victoria H. Carter

ADDRESS

353 Highland Avenue North
Tarpon Springs, Florida 33589

ARTICLE VI

Management

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Corporation, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be members of the Association except with respect to those who are elected by the Class B members. Any individual may hold two or more corporate offices, except that the offices of President

and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Corporation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class B members, in their sole discretion, may voluntarily consent to the election of one director by the Class A members after 50% of the Lots in the Subdivision have been conveyed to Class A members.

ARTICLE VII

Initial Officers

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles and the By-Laws are the following:

<u>Title</u>	<u>Identity</u>
President	Lou Ellen Wilson
Vice President	Milt G. Flinn
Secretary-Treasurer	Brenda Hartzog

ARTICLE VIII

Initial Board of Directors

The number of persons constituting the initial Board of Directors of the Corporation shall be three (3); and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles and the By-Laws, are the following:

Lou Ellen Wilson	S.R. 674 and Pebble Beach Boulevard Sun City Center, Florida 33570
Milt G. Flinn	S.R. 674 and Pebble Beach Boulevard Sun City Center, Florida 33570
Brenda Hartzog	S.R. 674 and Pebble Beach Boulevard Sun City Center, Florida 33570

ARTICLE IX

By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds of the Board of Directors, and after notice to the members, by

the majority vote of Class A members, and the unanimous vote of the Class B members, present at any regular or special meeting of the membership.

However, no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as Developer shall own any Lots in the Subdivision.

ARTICLE X

Amendments

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statute for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Notwithstanding anything herein to the contrary, no amendment to these Articles of Incorporation shall be valid which:

(a) affects any of the rights and privileges provided to the Developer without the written consent of the Developer as long as the Developer shall own any lots in the Subdivision; and

(b) constitutes a material change, without the prior written approval of the First Mortgagees of the Lots representing at least fifty-one percent (51%) of the votes of the Association and sixty-seven percent (67%) of the Class A and Class B members. For the purposes of this Article, a material change to these Articles shall be deemed any change concerning:

(1) voting rights;

- (2) assessments, assessment liens, or subordination of assessment liens;
- (3) reserves for maintenance, repair and replacement of Common Properties;
- (4) responsibility for maintenance and repairs;
- (5) reallocation of interest in the general or limited Common Properties, or rights to their use;
- (6) boundaries of any Lot;
- (7) convertibility of Lots into Common Properties or vice versa;
- (8) expansion or contraction of the Project, or the addition, annexation or withdrawal of property to or from the Project;
- (9) insurance or fidelity bonds;
- (10) leasing of Lots;
- (11) imposition of any restrictions on an Owner's right to sell or transfer his or her Unit or Lot; or
- (12) any provisions which expressly benefit First Mortgagees, Insurers or Guarantors.

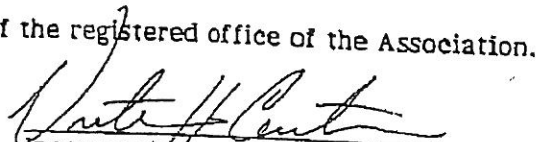
ARTICLE XI

Registered Office and Agent

Pursuant to Section 48.091 and Section 607.034, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Mr. Kim Frosell
 S.R. 674 and Pebble Beach Boulevard
 Sun City Center, Florida 33570

The above address is also the address of the registered office of the Association.

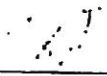

 Incorporator

STATE OF FLORIDA)
 COUNTY OF HILLSBOROUGH)

I HEREBY CERTIFY that on this 6th day of April, 1988, personally appeared before me, the undersigned authority, VICTORIA H. CARTER, to

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent for CALOOSA LAKES PROPERTY OWNERS' ASSOCIATION, INC., hereby accepts such designation and agrees to act in such capacity.



Mr. Kim Frosell

FILED
1988 APR 27 AM 11: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA