



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CRANE'S ROOST VILLAS HOMEOWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on April 3, 1980, as shown by the records of this office.

The charter number for this corporation is 751869.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
10th day of April, 1980.



CFR 101 Rev. 5-79

George Firestone
Secretary of State

ARTICLES OF INCORPORATION
OF
CRANE'S ROOST VILLAS HOMEOWNERS
ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

The name of the corporation is Crane's Roost Villas Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 5915 Ponce de Leon Boulevard, Suite 29, Coral Gables, Florida 33146.

ARTICLE III

DeWayne L. Little, whose address is 5915 Ponce de Leon Boulevard, Suite 29, Coral Gables, Florida 33146, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

The Plat of Crane's Roost Villas, as recorded in Plat Book 23, Page 74 of Public Records of Seminole County, Florida and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant(s) (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

→ (b) on January 1, 1986.

ARTICLE VII

BOARD OF DIRECTORS

The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than eleven (11) persons. The First Board of Directors shall have four (4) members, and in the future, the number will be determined from time to time in accordance with the provisions of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors upon the receipt and approval of these Articles by the Secretary of State until the selection of their successors are:

<u>Name</u>	<u>Address</u>
DeWayne L. Little	5915 Ponce de Leon Boulevard Coral Gables, Florida 33146
Margaret K. Bilger	5915 Ponce de Leon Boulevard Coral Gables, Florida 33146
Boyd Arp	257 Whooping Loop Altamonte Springs, Florida 32701
Myles F. Dudley	5915 Ponce de Leon Boulevard Coral Gables, Florida 33146

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first Meeting of the Board of Directors which shall follow each annual meeting of the members. The names of the officers who are to serve until the first election or appointments, commencing with the approval of these Articles by the Secretary of State are:

President	DeWayne L. Little
Vice President	Boyd Arp
Secretary	Margaret K. Bilger
Treasurer	Myles F. Dudley

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association shall indemnify any Director or officer of the Association who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director or officer of the Association or as a Director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

(1) against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Association) if he acted in good faith, and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; and

(2) against expenses (including reasonable attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

(b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful negligence or misconduct in the performance of his duty to the Association.

(d) Any indemnification under section (a) (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in section (a). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of Members of the Association representing a majority of the total votes of the Membership.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

(f) The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the Association's Directors, officers, employees or agents may be entitled under the Association's By-Laws, agreement, vote of members or disinterested Directors or otherwise, both as to actions in

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OFFICIAL RECORD
BOOK

their official capacities and as to actions in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) Notwithstanding the foregoing provisions, indemnification provided under this resolution shall not include indemnification for any action of a Director, officer or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

(h) The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer or employee of the Association in any of his capacities as described in paragraph (a), whether or not the Association would have the power to indemnify him or her under this Article.

(i) Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorney's fees), judgments, fines and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE X

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's vote is counted for such purpose. No Director or officer of that Association shall incur liability by reason of the fact that said Director or officer may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the

Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

SUBSCRIBERS

The names and addresses of the subscribers are as follows:

DeWayne L. Little	15540 S.W. 82 Ct. Miami, Florida 33157
Margaret Bilger	8525 S.W. 80 Place Miami, Florida 33143
Myles Dudley	8405 S.W. 80 Place Miami, Florida 33143

ARTICLE XIV

AMENDMENTS

Amendments of these Articles shall require the assent of 75 percent (75%) of the entire membership.

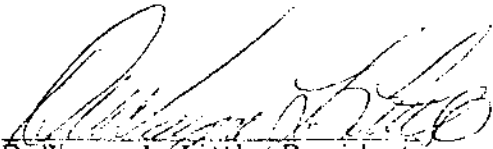
ARTICLE XV

FHA/VA APPROVAL

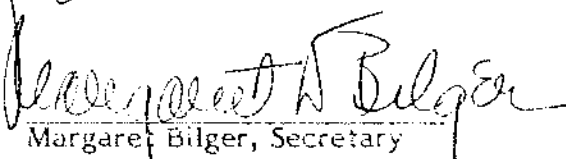
As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

OFFICIAL RECORD
BOOK 1304 PAGE 0996
SECHOLE CO. FL.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 29th day of September, 1980.


DeWayne L. Little, President


Myles F. Dudley, Treasurer


Margaret Bilger, Secretary

SEMPLE CO. FL.

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OFFICIAL RECORDS
BOOK

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 29th day of September, 1980, before me, the undersigned authority, personally appeared DeWayne L. Little, Myles Dudley, and Margaret Bilger, known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Coral Gables, said County and State, the date aforesaid.

(SEAL)


Notary Public, State of Florida
at Large
NOTARY PUBLIC, STATE OF FLORIDA, AT LARGE
MY COMMISSION EXPIRES JANUARY 1, 1983
BONDED THROUGH THE FLORIDA UNDERWRITERS

EXHIBIT A TO THE ARTICLES OF INCORPORATION

LEGAL DESCRIPTION

"CRANE'S ROOST VILLAS"

Crane's Roost Villas, as recorded in Plat Book 23, Page 74, in the Public Records of Seminole County, Florida.

OFFICIAL RECORDS
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SEMINOLE CO., FL.

EXHIBIT B TO THE ARTICLES OF INCORPORATION

"CRANE'S ROOST VILLAS"

DESCRIPTION OF "ADDITIONAL LAND"

The East 900 feet of the SE 1/4 of the SE 1/4 of Section 11, T21S, R29E, lying North of Crane's Roost Blvd., LESS the North 100 feet of the East 150 feet thereof, and LESS CRANE'S ROOST VILLAGE Condominium I, Condominium II, Condominium III, Condominium IV, Condominium V and Condominium VI, herein described and, LESS The Recreation Area, herein described, and LESS the 30 foot roadway, together with that part of Blocks 70 and 71 in Sanlando the Suburb Beautiful, as recorded in Plat Book 3, Page 68, Seminole County, Public Records, lying North of Crane's Roost Blvd., and West of the 30 foot roadway, all containing 19.4 acres more or less.

OFFICIAL RECORD
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SEMINOLE CO., FLA.