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MEMORANDUM

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TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FROM: Linda Topping, Legal Assistant

DATE: October 2, 2000

RE: QUAIL VALLEY LOT OWNERS ASSN.
Our File No. 00-10235

FILED
00 OCT 30 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)
2. \$78.25 check for:
 - \$ 70.00 filing fee
 - \$ 8.75 Certificate of Status

Please file the Articles of Incorporation and return a "file stamped" copy of the Articles of Incorporation to this office along with the Certificate of Status.

Enclosures
cc: Client

T. Burch NOV 1 2000

FILED

ARTICLES OF INCORPORATION

00 OCT 30 AM 10:03

QUAIL VALLEY LOT OWNERS ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

FIRST. The name of the certification is: **QUAIL VALLEY LOT OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Corporation").

SECOND. Said Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, 1969.

THIRD. The principal office of the Corporation is at 301 N. U.S. Highway 27, Suite G, Clermont, Florida. The name and address of the resident agent is Frank M. Gammon, 301 N. U.S. Highway 27, Suite G, Clermont, Florida, 34711, who is authorized to accept service of process within this State upon the Corporation.

FOURTH.

a. The purposes and objects and powers for which this Corporation is organized are to promote the health, safety, and welfare of its Class A members, being the owners and residents of that area known and described as Quail Valley Subdivision, Lake County, Florida, and more particularly described from time to time in plats of various units of said subdivision, recorded, or intended to be recorded, or recorded in the future by the declarant, or its successors or assigns, in the Public Records of Lake County, Florida.

b. Said purposes, objects and powers shall include, but not be limited to, the carrying out of those functions and activities to be carried out and performed by the Corporation enumerated in the various Declarations of Restrictions (hereinafter referred to as the "Restrictions") made and to be made by the declarant, or its successors or assigns, restricting lots, tracts and parcels of land shown on the said Plats, as said Restrictions are recorded or intended to be recorded in the future in the Official Records of Lake County, Florida.

c. The Corporation shall have all the powers enumerated in Chapter 617.021, Florida Statutes, 1969, and as amended, not inconsistent herewith, and shall have all the powers of corporations, not for profit, not prohibited by some provisions of law, unless otherwise excepted herein.

d. The Corporation may enter contracts, including contracts with any of its Class A or Class B members. The Corporation may do everything that a natural person could or might do which is necessary or incidental to the conducting and carrying out of all its various purposes, objects and powers as set forth herein and in the Restrictions.

FIFTH.

a. Membership in this Corporation shall be divided into Class A membership and Class B membership. The owner of a lot, tract or parcel of land shown on a plat of Quail Valley Subdivision shall automatically be and become a Class A member of this Corporation. Class A membership in this Corporation shall cease and terminate upon the sale, transfer or disposition of the member's lot or parcel.

b. Quail Valley Lot Owner's Association, or its successors and assigns shall be the only Class B member of this Corporation. The Class B member shall be the only voting member of the Corporation until the annual meeting following the transfer of ownership from the declarant to the lot owners, of seventy-five percent (75%) of the lots within the subdivision or January 1, 2005, whichever first occurs. Class B membership will cease at that annual meeting. Class A members then shall become voting members of the Corporation. In the event a lot, tract or parcel is owned by more than one person, firm, or corporation, the membership relating thereto shall cast such votes as a block, as exercised by the owner or person designated in writing by the owners as the one entitled to cast the vote for the membership concerned.

c. Reference herein to the "voting membership" shall mean the membership entitled to vote in the affairs of the Corporation at the time that said vote is to be taken and the Class A membership shall not be considered as the voting membership until the conditions of Paragraph Fifth (b) herein have been fulfilled.

SIXTH. The term for which the Corporation is to exist is perpetual unless the purposes for which the Corporation is to exist are terminated in accordance with the Restrictions hereinabove referred to.

SEVENTH. The affairs of the Corporation are to be managed by the following officers:

President: Frank M. Gammon

Secretary/Treasurer: Susan Northcutt

The Corporation may also have additional vice president, assistant secretaries and assistant treasurers.

EIGHTH. The initial officers of the Corporation who are to serve until such time as they may resign or until such time as their successors are duly elected and appointed by the Board of Directors at the annual meeting designated in Fifth, above, of the Board of Directors are as follows:

President	Frank M. Gammon
Secretary/Treasurer	Susan Northcutt

NINTH. The Corporation shall be governed by a Board of Directors consisting of five(5) persons following the cessation of Class B membership. Until that time, the Board shall consist of a lesser number, and controlled by the declarant, the names and addresses of the persons who are to serve as directors until they may resign or until such time as their successors are duly elected and appointed by the voting membership of the Corporation are as follows:

Frank M. Gammon	301 N. U.S. Highway 27, Suite G, Clermont, FL, 34711
Susan Northcutt	301 N. U.S. Highway 27, Suite G, Clermont, FL, 34711
Frank Beaty	301 N. U.S. Highway 27, Suite G, Clermont, FL, 34711

TENTH. The initial By-Laws of the Corporation are those annexed to certain Declaration of Restrictions made by Quail Valley Lot Owners' Association and to be recorded among the Official Records of Lake County, Florida, which said Declaration of Restrictions pertains to Quail Valley Subdivision. Such By-Laws may be altered, amended or added to in the manner provided for therein and herein and in the Restrictions and in conformity with the provisions and requirements of the Florida Statutes. Annexation of additional properties, excepting Phase #2, Quail Valley, mergers and consolidations, mortgaging of Common Area, dissolution and amendment of the Articles, requires prior approval of HUD/VA as long as there is a Class B membership.

ELEVENTH. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 4-069-59609-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of the maintenance and operation of the surface water or stormwater management system.

TWELFTH. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

THIRTEENTH. Existence of the Association shall commence with the filing of these Article of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

FOURTEENTH. Unless otherwise limited herein or in the Restrictions or the By-Laws, this Certificate of Incorporation may be altered, amended or added to at any duly called meeting of the member or members of this Corporation entitled to vote at said meeting in the manner now or hereafter provided by law.

FIFTEENTH. In the event of termination of the Corporation pursuant to the aforesaid Restrictions, any assets owned by the Corporation shall be disbursed for the benefit of the Class A members or shall be proportionately and equitable distributed to its Class A members.

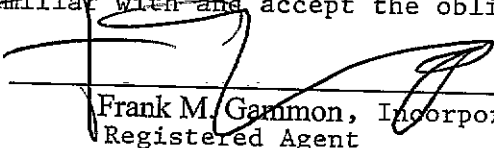
SIXTEENTH. The names and addresses of the incorporators hereto are as follows:

Frank M. Gammon 301 N. U.S. Highway 27, Suite G, Clermont, FL 34711
Susan Northcutt 301 N. U.S. Highway 27, Suite G, Clermont, FL 34711

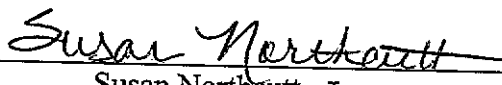
SEVENTEENTH. In the event of any discrepancy between this Certificate of Incorporation and the Restrictions, then the Restrictions shall prevail.

We, **THE UNDERSIGNED**, being the incorporators, hereinabove named for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, supra, do hereby subscribe to this Certificate of Incorporation and have hereunto set our hands and seal this 28th day of AUGUST, 2000.

I, FRANK M. GAMMON, am familiar with and accept the obligations of the position of Registered Agent.



Frank M. Gammon, Incorporator and Registered Agent



Susan Northcutt, Incorporator

STATE OF FLORIDA)
)
COUNTY OF LAKE)

BEFORE ME, the undersigned authority, this day personally appeared Frank M. Gammon and Susan Northcutt who, after being duly sworn according to law, depose and say that they are competent to contract and further acknowledge that they did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and Official Seal at Clermont, Lake County, this 28th day of August, 2000.



Heidi H Sabeur
My Commission CC929789
Expires April 20, 2004



NOTARY PUBLIC, State of Florida