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ACCOUNT NO. : 072100000032

REFERENCE : 945942 80361C

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 31, 1998

ORDER TIME : 11:35 AM

ORDER NO. : 945942-005

CUSTOMER NO: 80361C

CUSTOMER: Edward L. Wotitzky, Esq
WOTITZKY WOTITZKY MIZELL &
ROSS, P.A.
223 Taylor Street

Punta Gorda, FL 33950

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DOMESTIC FILING

NAME: HOME OWNERS ASSOCIATION OF
CAPTAINS QUARTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
HOME OWNERS ASSOCIATION OF CAPTAINS QUARTERS , INC.
(A NON-PROFIT FLORIDA CORPORATION)

ARTICLE I.

The name of this corporation is HOME OWNERS ASSOCIATION OF CAPTAINS QUARTERS, INC. The initial principal office of the corporation is c/o 223 Taylor Street, Punta Gorda, Florida 33950, and the mailing address of the corporation is 223 Taylor Street, Punta Gorda, Florida 33950.

ARTICLE II.

The purpose for which this corporation is organized is to act as the governing association of the CAPTAINS QUARTERS SUBDIVISION, located in Lee County, Florida, and to operate property owned by the Association. In furtherance of such purposes, this corporation shall have all powers allowed and required by The Florida Not For Profit Corporation Act, and by the Declaration of Covenants and Restrictions for the Captains Quarters Subdivision, which powers shall include, but not be limited to the following:

a. This corporation is the Association or entity responsible for maintenance of the Stormwater Management System of Captains Quarters Subdivision, which is located in Lee County, Florida. As such, this corporation has the power and authority to operate and maintain the said Stormwater Management System, including but not limited to, all lakes, retention areas, culverts and related appurtenances in accordance with any applicable South Florida Water Management District permits and applicable provisions of the Lee County Land Development Code. In the event this corporation is dissolved, the property consisting of the Stormwater Management System will be conveyed or dedicated to a similar non-profit organization to assure continued maintenance in perpetuity.

b. The power to own and convey property, subject to applicable provision of the Florida Corporation Act and the Captains Quarters Declaration of Covenants and Restrictions.

c. The power to establish rules and regulations.

d. The power to assess members and enforce assessments.

e. The power to sue and be sued and appear and defend in all actions and proceedings.

f. The power to contract for services necessary to operate and maintain the Stormwater Management System.

ARTICLE III.

The terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of Restrictions and Covenants of Captains Quarters Subdivision.

ARTICLE IV.

The qualification of members and the manner of their admission shall be as follows: Any person or persons who hold title in fee simple to a Lot in the Captains Quarters Subdivision, Lee County, Florida, shall by virtue of such ownership be a member of this corporation.

ARTICLE V.

This corporation shall exist perpetually.

ARTICLE VI.

The name and residence of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edward L. Wotitzky	223 Taylor Street Punta Gorda, FL 33950

ARTICLE VII.

The affairs of the corporation are to be managed by a Board of Directors, the number of members of which shall be as provided in the Bylaws provided that there shall be not fewer than three and not more than seven. The Directors will be elected each year at the annual meeting of the Association as provided for in the Bylaws, subject to the rights of the Developer and Lot Owners to elect directors as provided in the Captains Quarters Declaration of Restrictions and Covenants.

ARTICLE VIII.

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

<i>President</i>	-	<i>Mary Haymon</i>
<i>Vice President</i>	-	<i>Paula Karpe</i>
<i>Secretary</i>	-	<i>Paula Karpe</i>
<i>Treasurer</i>	-	<i>Mary Haymon</i>

ARTICLE IX.

The number of persons constituting the first Board of Directors shall be three and their names and addresses are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
a)	Mary Haymon	46 Chateau Mouton Kenner, LA 70065
b)	Jean Seraphin	10 rue du Bois 39300 Mont sur Monnet France
c)	Paula Karpe	9979 Oakton Terrace Road Oakton, VA 22124

ARTICLE X.

The Bylaws of the corporation are to be made, altered or rescinded by the members of the corporation as provided for in the Bylaws.

ARTICLE XI.

Amendments to these Articles of Incorporation may be proposed and adopted at any regular or specially called meeting of the members of the Association by a majority vote of all the members. Due notice of the meeting must have been given as provided for in the Bylaws. Also, the Developer may amend these Articles of Incorporation, and its approval shall be required for amendments, in the manner provided in the Captains Quarters Declaration of Restrictions and Covenants.

ARTICLE XII.

Each lot in Captains Quarters Subdivision shall have one (1) full vote, which shall be cast by a designated owner as provided for in the Declaration of Restrictions and Covenants or Bylaws.

ARTICLE XIII.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIV.

No part of the net earnings of this corporation shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance, or care of association property or through the rebate of the excess membership dues, fees, or assessments.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th day of August, 1998.

Signed, Sealed and Delivered in the Presence of:

Sandra J. Benkner
SANDRA J. BENKNER
Printed name of first witness

Edward L. Wotitzky
Edward L. Wotitzky

Hal F. Wotitzky
Hal F. Wotitzky
Printed name of second witness

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 26th day of August, 1998, by Edward L. Wotitzky, who is personally known to me ~~or who produced~~ _____ as identification.

My commission expires:



Sandra Marshon Benkner
MY COMMISSION # CC651240 EXPIRES
July 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Sandra Marshon Benkner
Notary Public

Printed Name of Notary

Serial or Commission Number

**CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS.**

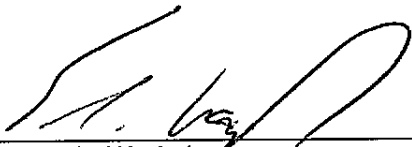
In compliance with Section 48.091, Florida Statutes, the following is submitted:

HOME OWNERS ASSOCIATION OF CAPTAINS QUARTERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Punta Gorda, County of Charlotte, State of Florida, has designated Edward L. Wotitzky whose street address is 223 Taylor Street, Punta Gorda, Florida 33950, as its agent to accept service of process within this state.

HOME OWNERS ASSOCIATION OF CAPTAINS QUARTERS, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Edward L. Wotitzky

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