

L.L.E. 10/1/03  
1-30-06  
S.H.P. 10/1/03

RESTATED ARTICLES OF INCORPORATION  
of  
CONTINENTAL COUNTRY CLUB R.O., INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being all residents of the State of Florida and of full age, hereby associate themselves together for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I  
NAME

The name of this corporation is CONTINENTAL COUNTRY CLUB R.O., INC., hereafter called the "Association".

ARTICLE II  
OFFICE

The principal office of this Association shall be located at 50 Continental Boulevard, Highway 44 East, Wildwood, Florida 34785, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III  
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Association shall be 50 Continental Boulevard, Highway 44 East, Wildwood, Florida 34785. The Association's registered agent is available at that address for service of process.

ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain residential community known as Continental Country Club ("the Community"), and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance of any Common Areas and certain other land and improvements within the Community, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the amended and restated Declaration of Covenants, Conditions and Restrictions for Continental Country Club filed among the Public Records of Sumter County, Florida, and any further amendments or modifications thereto, whether filed by Continental Camper Resorts, Inc. or successor corporations thereto, including Continental Country Club R.O., Inc., herein together called the "Declaration".

All terms defined in the Declaration shall have the same meaning when used herein, such Declaration being incorporated herein by reference. For the foregoing purposes, this Association is empowered to:

1. 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;

2. Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

3. Establish membership rates of Voting and Charter Golf Memberships from time to time;

4. Acquire, either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of this Association;

5. Borrow money, and with the assent of two-thirds (2/3) of the Voting Members (as defined in Article V), mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. Dedicate, sell or transfer in fee simple all or any part of the Association's property for such purposes and subject to such conditions as shall be approved by two-thirds (2/3) vote of the Voting Members of the Association; provided, however, no such approval shall be required in order to convey property for use as a well site or pumping station, lift station, draining or retention pond or such other incidental or related use;

7. Grant easements as to any Common Areas to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility, draining and other services thereto;

8. Participate in mergers and consolidations with other not-for-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the Voting Members of the Association;

9. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Common Areas, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

10. Contract for the maintenance and management of the Common Areas and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration and to employ personnel necessary to fulfill the Association's duties under the Declaration;

11. Organize a Golf Committee to fulfill the duties and responsibilities associated with the operation and management of the golf course;

12. Use the proceeds of assessments and fees in the exercise of its powers and duties;

13. Maintain, repair, replace and operate the Common Areas and other property owned by the Association;

14. Purchase insurance upon the property owned by the Association and purchase insurance for the protection of the Association and its corporate officers;

15. Own and operate water and sewer utility facilities or acquire stock in a corporation owning and operating said facilities which provide services to the members of the Association and other members of the general public;

16. Reconstruct improvements after casualty and/or further improve the Common Areas and other property owned by the Association;

17. To own and operate a real estate company or own and acquire stock in a corporation which owns and operates a real estate company; and

18. Have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise or as may otherwise be set forth in the Declaration.

#### ARTICLE V MEMBERSHIP

1. This Association shall be organized on a non-stock basis and shall not issue shares of stock.

2. Every person or entity who is a record owner of a fee or undivided fee interest in any mobile home lot which is subject, by the provisions of the Declaration, to assessment by this Association, including contract sellers, is a member of this Association. The Association may require a certified copy of a recorded deed or other instrument to establish ownership of a mobile home lot in the Community.

3. This Association shall issue Certificates of Membership to all members of the Association. There shall be two classes of membership in the Association:

(a) Non-Voting Membership: issued to resident owners who have not invested in the Association.

(b) Voting Membership: established by the resident owner equitably investing in the corporation. Voting membership allows the individual resident to hold office on the Board of Directors, elect individuals to the Board of Directors, and to vote upon the general business of the Association. Each voting membership is restricted to one vote, even though the mobile home lot on which the membership is established is owned by multiple parties.

4. Voting Members may invest also in a Charter Golf Membership which gives them certain golf privileges as well as the additional right to vote upon matters concerning golf, the golf course and related facilities, and the Golf Committee. A separate certificate will be issued for this membership. All rights of any Charter Golf Member are automatically extinguished if, for any reason, he or she ceases to be a Voting Member.

5. All membership certificates may be freely transferred subject to the following limitations:

(a) Sale of a Non-Voting Member's lot automatically extinguishes the Non-Voting Membership for the seller; the buyer automatically becomes the new Non-Voting Member without fee and without voting privileges unless buyer purchases a Voting Membership.

(b) A Voting Member may sell his property with or without the Voting Membership Certificate. (1) If the certificate is retained by the seller, the associated voting rights are extinguished, but the buyer of the lot will be issued a Non-Voting Membership Certificate. (2) A Voting Membership Certificate may be sold by the owner at any time to any Non-Voting Membership Certificate owner with the provision of only one certificate (Voting or Non-Voting) per lot.

ARTICLE VI  
BOARD OF DIRECTORS

1. The affairs of the Association will be managed by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than five (5) directors, and in the absence of such determination, shall consist of five (5) directors. All directors shall be Voting Members of the Association. At least one director shall be a Charter Golf Member of the Association.

2. Directors of the Association, other than the initial directors, shall be elected at the annual meeting of the Voting Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The names and addresses of the members of the first Board of Directors who held office until their successors were elected and were qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles L. Noll	31 Magnolia Lane; Wildwood, Florida 34785
Alice Jean Knolle	30 Magnolia Lane; Wildwood, Florida 34785
Robert F. Ashley	116 Winterberry; Wildwood, Florida 34785
Adrien Neil	59 North Bobwhite Road; Wildwood, Florida 34785
Homer Sonn	5 Bobcat Trail; Wildwood, Florida 34785

ARTICLE VII  
OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII  
INCORPORATOR

The person who signed the original Articles of Incorporation was Joseph W. Gaynor, 150 Second Avenue North, 17th Floor, St. Petersburg, Florida 33701.

ARTICLE IX  
DURATION

This Association shall exist perpetually.

ARTICLE X  
BYLAWS

The initial Bylaws of this Association were adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded by a majority of the votes cast by the Voting Members at any regular or special meeting of the membership duly called and convened.

ARTICLE XI  
AMENDMENT

Any amendment to the Articles shall require the assent of sixty-six and two-thirds percent (66-2/3%) of the Voting Membership votes cast at any regular or special meeting of the membership duly called and convened.

ARTICLE XII  
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all of the rights to which such director or officer may be entitled.

ARTICLE XIII  
INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, this Association was formed under the laws of the State of Florida and, on May 18, 1989, it adopted Articles of Incorporation. Those Articles of Incorporation were amended and have been updated in these Restated Articles of Incorporation. Approval of these Restated Articles of Incorporation was in accordance with Article XI of the Articles of Incorporation, at a meeting of the Voting Members of the Association on the 11th day of December, 1995, and the number of votes cast for the Restated Articles of Incorporation was sufficient for approval.

[Signature]  
WITNESS

[Signature]  
DAVID E. LENAHAN, Secretary  
Continental Country Club R.O., Inc.

STATE OF FLORIDA  
COUNTY OF SUMTER

(SEAL)

SWORN TO AND SUBSCRIBED BEFORE ME THIS 4th DAY OF DECEMBER, 1995.

PERSONALLY KNOWN TO ME

MY COMMISSION EXPIRES

OFFICIAL NOTARY SEAL  
MARY A BAIROS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC201435  
MY COMMISSION EXP. JUNE 13, 2006

[Signature]  
MARY A. BAIROS, NOTARY PUBLIC

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