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*Amended &  
Restated  
Articles*

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TALLAHASSEE, FLORIDA

*[Signature]*  
3/20/15

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March 16, 2015

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Amendment to Articles of Incorporation for  
Dunedin Palms Homeowners Association, Inc.**

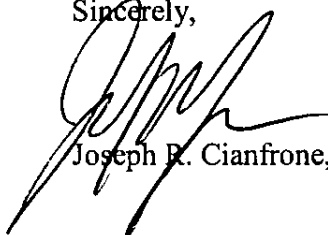
Dear Sir/Madame:

Enclosed please find Articles of Amendment to Articles of Incorporation for Dunedin Palms Homeowners Association, Inc.

Please file same and return a certified copy to the above address.

A check in the amount of \$43.75 is enclosed for the Division's fees.

Sincerely,



Joseph R. Cianfrone, Esq.

JRC:dmc  
Enclosure

PREPARED BY:  
CIANFRONE, NIKOLOFF, GRANT, GREENBERG & SINCLAIR, P.A  
1964 Bayshore Boulevard, Suite A  
Dunedin, FL 34698

FILED  
2015 MAR 20 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
DUNEDIN PALMS HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopted the attached Articles of Amendment to its Articles of Incorporation (Exhibit "A"), by the vote of 50% plus 1 of the shareholders, at a duly called meeting on January 21st, 2015.

IN WITNESS WHEREOF, we have affixed our hands this 21st day of January, 2015, at Dunedin, Pinellas County, Florida.

DUNEDIN PALMS HOMEOWNERS  
ASSOCIATION, INC.

(Corporate Seal)

By: Donald Lessard  
Donald Lessard, President

ATTEST:

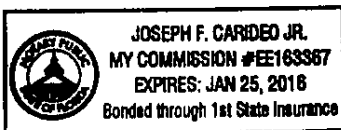
Rosalie Borgo  
ROSALIE BORGO, Secretary  
Printed Name

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this 3rd day of MARCH, 2015, personally appeared before me Donald Lessard, as President, and Rosalie Borgo, as Secretary of Dunedin Palms Homeowners Association, Inc., and acknowledged the execution of this instrument for the purposes herein expressed.

Joseph F. Cardeo Jr.  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



AMENDED AND RESTATED  
**ARTICLES OF INCORPORATION**  
**OF**  
**DUNEDIN PALMS HOMEOWNERS ASSOCIATION, INC.**

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AMENDED AND RESTATED  
**ARTICLES OF INCORPORATION  
OF  
DUNEDIN PALMS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE ONE – NAME**

The name of this corporation shall be Dunedin Palms Homeowners Association, Inc. (“DPHAI”)

**ARTICLE TWO - DURATION**

This corporation shall have perpetual existence.

**ARTICLE THREE - DEFINITIONS**

In these Articles of Incorporation the terms “Assessment,” “Bylaws,” “Common Expenses,” “Common Facilities,” “Common Surplus,” “Cooperative Property,” “Park,” “Rules,” “Special Assessment,” “Tenant,” and “Unit Owner” shall have the meanings defined in the Master Occupancy Agreement. The terms “Association,” “Board of Administration,” “Common areas,” “Cooperative,” and “Cooperative parcel,” and “Unit” shall have the meanings defined in § 719.103, *Florida Statutes*.

**ARTICLE FOUR - PURPOSE**

The purpose of this corporation shall be,

A. To negotiate for, acquire, and operate a manufactured home park, on behalf of the manufactured home owners:

B. To convert the manufactured home park, once acquired, to a condominium, cooperative or other form of ownership, and thereupon to create a condominium, or offer condominium parcels for sale or lease in the ordinary course of business, or, in the case of conversion to a cooperative or other form of ownership, to be the entity that owns the record interest in the property, and that is responsible for the operation of the property;

C. To contract, sue, or be sued, with respect to the exercise or non-exercise of its powers. For these purposes, the powers of DPHAI include, but are not limited to the following:

a. To maintain, manage and operate the Park, and to institute, maintain, settle or appeal actions for hearings in its name, on behalf of all Unit Owners, concerning matters of common interest, including, but not limited to, Common Facilities, Cooperative Property, the Park, structural components of a building or other improvements, mechanical, electrical and plumbing elements serving the Park, and protests of ad valorem taxes on commonly used facilities;

mechanical, electrical and plumbing elements serving the Park, and protests of ad valorem taxes on commonly used facilities;

b. To make and collect Assessments and to lease, maintain, repair, and replace the Common Facilities and Cooperative Property;

c. To purchase lots in the Park and to acquire and hold, lease, mortgage, and convey them;

d. Modify, move or create any easement for ingress or egress or for the purposes of utilities, if the easement constitutes part of or crosses the Park, with or without the joinder of any Unit Owners. This section does not authorize DPHAI to modify or move any easement created in whole or in part for the use or benefit of anyone other than the Unit Owners, or crossing the property of anyone other than the Unit Owners, without their consent or approval as required by law or the instrument creating the easement. Nothing in the section affects the rights of ingress or egress of any Unit Owner.

e. To have and exercise all rights and powers conferred upon corporations under the laws of the state of Florida, and the laws of the United States, those set forth in these Articles of Incorporation and the Bylaws, Master Occupancy Agreement, and Rules, and any recorded declarations or restrictions encumbering the Park to the extent that to do so is not inconsistent with Chapter 723, *Florida Statutes*; provided, however, that DPHAI is not empowered to engage in any activity that, in itself, is not in furtherance of its purposes as set forth in this Article.

#### ARTICLE FIVE – DUTIES

DPHAI shall:

A. If DPHAI has the authority to maintain a class action, DPHAI may be joined in an action as representative of that class with reference to litigation and disputes involving the matters which DPHAI could bring a class action, however nothing herein shall limit the statutory or common law right of any individual Unit Owner or class of Unit Owners to bring any action which may otherwise be available;

B. Include those duties set forth in these Articles of Incorporation and the Bylaws, Master Occupancy Agreement, and Rules, and any recorded declarations or restrictions encumbering the park property to the extent that to do so is not inconsistent with Chapter 723, *Florida Statutes*;

C. Maintain accounting records in the County where the Park is located, according to good accounting practices, such records to be open to inspection by Unit Owners, or their authorized representatives, at reasonable times, and written summaries of such records to be supplied at least annually to such Unit Owners, or their authorized representatives, and shall include, but not be limited to:

a. Records of all receipts and expenditures;

b. An account for each Unit Owner, designated in the name and current mailing address of the Unit Owner, the amount of each Assessment, dates and amounts in which the Assessments come due, the amount paid upon the account, and the balance due;

D. Use its best efforts to obtain and maintain adequate insurance to protect DPHAI and the Park, Cooperative Property, and Common Facilities, and make available for inspection by Unit Owners, at reasonable times, a copy of each policy of insurance.

#### **ARTICLE SIX- MEMBERSHIP**

DPHAI shall have no members or shareholders who are not Unit Owners. At least two thirds (2/3) of all homeowners within the Park have consented in writing to become members of DPHAI.

#### **ARTICLE SEVEN - CAPITAL STOCK**

The maximum number of shares of Par Value Common Stock at One Cent (\$.01) per value per share, that DPHAI is authorized to have outstanding at anyone time shall be equal to the total number of Units located within the Park. At the present time there are 121 lots.

#### **ARTICLE EIGHT - INITIAL DIRECTORS**

The names and addresses of the seven (7) initial directors are:

Jack C. Aiton	130 Patricia Avenue, Lot 20 Dunedin, Florida 33528
Robert A. Peak	130 Patricia Avenue, Lot 73 Dunedin, Florida 33528
Kenneth Daniels	130 Patricia Avenue, Lot 8 Dunedin, Florida 33528
Fredrick Schminke	130 Patricia Avenue, Lot 112 Dunedin, Florida 33528
Donald Martin	130 Patricia Avenue, Lot 118 Dunedin, Florida 33528
Edward J. McFadden	130 Patricia Avenue, Lot 51 Dunedin, Florida 33528

Raymond Dutchburn            130 Patricia Avenue, Lot 106  
   Dunedin, Florida 33528

The number of Directors may be increased or decreased from time to time, by the method stated in the Bylaws; however. The number of Directors shall never be less than five. Nothing contained in this article shall modify, alter or override any elections of directors or management decisions occurring subsequent to the original incorporation of DPHAI, nor shall this article be read to reinstitute the named initial directors.

#### **ARTICLE NINE - INCORPORATORS**

The initial incorporator is Jonathan James Damonte, Damonte & Associates, Suite 206, Fortune Federal Building, 7800 -113th Street North, Seminole, Florida 33542. As of the effective date of these amended Articles of Incorporation, management of DPHAI rests with its present Board of Directors; therefore, nothing contained in this article shall be read to reinstitute any person named as an initial incorporator.

#### **ARTICLE TEN - REGISTERED AGENT**

The name of the registered agent is AMERI-TECH COMMUNITY MANAGEMENT INC. The address of the registered office of DPHAI is 24701 US Hwy 19 North, Suite 102, Clearwater, FL, 33763.

#### **ARTICLE ELEVEN - VOTING RIGHTS**

The voting rights of the shareholders are governed by the Bylaws of DPHAI.

#### **ARTICLE TWELVE - MANAGEMENT OF CORPORATE AFFAIRS**

The management of corporate affairs is governed by the Bylaws of DPHAI.

#### **ARTICLE THIRTEEN - AMENDMENT**

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board, proposed by them to the Unit Owners, and approved by the affirmative vote of a majority, consisting of fifty percent (50%) plus one, of the total Unit Owners entitled to vote at an annual meeting or at a special meeting called for that purpose. A tie vote shall cause the proposed amendment to fail. Text of the proposed change shall be posted in a conspicuous place in the Park at least four (4) weeks prior to the called meeting. An amendment may also be adopted if all of the Directors and all of the Unit Owners sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Notwithstanding the provisions of this Article, the affirmative vote thresholds established by Florida law, including sections 719.1055(1) through 719.1055(3), *Florida Statutes*, as modified or re-codified by further act of the Florida Legislature, shall apply to any amendments as to the subject matter outlined in the aforementioned statute(s).



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#### **ARTICLE FOURTEEN – DISTRIBUTIONS TO UNIT OWNERS**

No distributions of Cooperative Property, Common Facilities, or Common Surplus to Unit Owners shall be permitted by DPHAI or its Board. Any Common Surplus shall to be retained by DPHAI for any and all purposes deemed prudent, practical, necessary, or reasonable. The only exception to this Article Thirteen shall be the dissolution or wind-up of DPHAI. In such case, the Unit Owners shall be entitled to distributions of Cooperative Property, Common Facilities, or Common Surplus, or the proceeds thereof, in an amount equal to such Unit Owners pro-rata share of the Common Surplus as described in the Master Occupancy Agreement.

#### **ARTICLE FIFTEEN – CONFLICTS IN DOCUMENTS**

In the event of a conflict between these Articles of Incorporation, and the Bylaws, Master Occupancy Agreement, or Rules, the order of control is as follows: the Articles control over the Bylaws, Master Occupancy Agreement or Rules; the Bylaws control over the Master Occupancy Agreement or Rules; the Rules control over the Master Occupancy Agreement.

Adopted by DPHAI on January 21, 2015