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AUTHORIZATION : *Patricia Pizeto*

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ORDER DATE : February 15, 2001.

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ORDER NO. : 007192-020

CUSTOMER NO: 7140172

CUSTOMER: Lucinda J. Warren, Esq
Lucinda J. Warren

300003705633--7

P.o. Box 1009

Crystal Beach, FL 34681

DOMESTIC FILING

NAME: WESTWIND II RESIDENT OWNED
COMMUNITY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (QUANTITY 2)

XX CERTIFICATE OF GOOD STANDING (QUANTITY 2)

CONTACT PERSON: SUSIE KNIGHT - EXT. 1156

EXAMINER'S INITIALS:

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2001 FEB 15 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

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2001 FEB 15 PM 1:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
WESTWIND II RESIDENT OWNED COMMUNITY, INC.**

The undersigned, desiring to form a corporation not-for-profit in accordance with the laws of the State of Florida, in compliance with the requirements of Chapters 617 and 719, *Florida Statutes*, does hereby certify the following:

**ARTICLE I
NAME**

The name of this corporation is WESTWIND II RESIDENT OWNED COMMUNITY, INC., a Florida not-for-profit corporation, hereafter call the "Association."

**ARTICLE II
OFFICE**

The initial principal office and mailing address of this Association, which office and/or mailing address may be changed from time to time by action of the Board of Directors, shall be located at:

3301 U.S. Alternate 19 North, #181
Dunedin, Florida 34698

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name of the Association's initial registered agent and street address of the office of the initial registered agent shall be:

Robert Tweedy
3301 U.S. Alternate 19 North, Lot 172
Dunedin, Florida 34698

**ARTICLE IV
PURPOSE AND POWERS**

The general purpose for which the Association is organized is to engage in, conduct and carry on the business of operation of a mobile homeowners association for a resident owned community.

The Association has the power to negotiate for, acquire and operate the mobile home park on behalf of the mobile home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith. Upon completing the purchase of a mobile home park, the Association shall convert the same to a condominium, cooperative or other type of ownership.

The Corporation will be a residential cooperative whose members will be entitled solely by reason of ownership of a Membership Certificate in the Corporation to occupy units/lots in the mobile home community under an Occupancy Agreement.

The Association shall have the power to transact any or all lawful business for which corporations may be incorporated under Chapter 617, *Florida Statutes*. In addition, the Association shall also have all the following powers:

1. Exercise all of the powers and privileges specified in Sections 617.0302 and 617.0303, *Florida Statutes*;
2. Promote the health, safety and general welfare of the residents of the mobile home park;
3. Fix, levy, collect and enforce payment by any lawful means all charges or assessments, if any, relating to ownership of the mobile home park, and 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;
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, 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 this Association's property to any public bodies or governmental agencies or authorities or public or private utility companies;
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 property owned by the Association and the providing of utility, drainage and other services thereto;
8. Participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members entitled to vote;
9. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the property owned by the Association;
10. Enter into and perform contracts for the maintenance and management of the property owned by the Association or any other contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the Corporation, and employ personnel necessary to fulfill the Association's duties;
11. Use the proceeds of assessments in the exercise of its powers and duties;
12. Maintain, repair, replace, construct, operate and improve the property owned by the Association;
13. Purchase insurance upon the property owned by the Association and insurance for the protection of the Association;

14. Reconstruct improvements after casualty and further improve the property owned by the Association.

15. Acquire, hold and dispose of membership interests.

ARTICLE V MEMBERSHIP

1. This corporation shall be organized on a non-stock basis and shall issue Membership Certificates instead of shares of stock. One hundred eighty nine (189) Membership Certificates are authorized to be issued. There shall be only one class of Membership Certificates.

2. Every person or entity who has entered into an occupancy agreement with the Association for a unit/lot in the mobile home park and who has purchased a Membership Certificate in the Association as specifically provided for in the Bylaws shall be a Member of this Association. The foregoing is not intended to include persons or entities who hold an interest in a Membership Certificate merely as security for the performance of an obligation. Ownership of a Membership Certificate and an occupancy agreement, as referred to above, shall be the sole qualifications for membership. When any such occupancy agreement is owned of record by two or more persons or other legal entity and such persons also own a Membership Certificate, all such persons or entities shall be Members. An occupant of more than one mobile home lot shall be entitled to one membership for each such unit/lot occupied by a mobile home owned by him. Membership shall be appurtenant to and may not be separated from the occupancy agreement and Membership Certificate and may only be transferred by the conveyance or other transfer of that occupancy agreement and Membership Certificate pursuant to and as determined by the Bylaws of the Association.

3. Change of membership in the Association shall be established by the issuance of a Membership Certificate in the Association pursuant to such occupancy agreement. The actual Membership Certificate is an essential instrument to a transfer. In order for a transfer to be valid, the transferring Member must produce the Membership Certificate (or post bond if the Membership Certificate is lost or destroyed) and have it transferred on the books of the Corporation. The owner of such Membership Certificate thus becomes a Member of the Association and the membership of the prior owner is terminated.

4. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his occupancy agreement and Membership Certificate.

5. Each Membership Certificate will carry with it one vote as a Member of the Corporation. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

6. Each member will be liable for maintenance fees and assessments for his or her proportionate share of the expenses of the Corporation as set forth in the Bylaws.

ARTICLE VI BOARD OF DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws. The initial number of directors shall be seven (7). All directors shall be members of the Association.

2. Directors of the Association, other than the initial directors, shall be elected at the annual meeting of the 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 initial Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Ewanos	3301 U.S. Alternate 19 North, Lot 453 Dunedin, Florida 34698
Ray Rother	3301 U.S. Alternate 19 North, Lot 171 Dunedin, Florida 34698
Boyd Grant	3301 U.S. Alternate 19 North, Lot 256 Dunedin, Florida 34698
Peggy Ash	3301 U.S. Alternate 19 North, Lot 472 Dunedin, Florida 34698
Barbara Dircks	3301 U.S. Alternate 19 North, Lot 248 Dunedin, Florida 34698
Jim McGiffen	3301 U.S. Alternate 19 North, Lot 484 Dunedin, Florida 34698
Jay Westray	3301 U.S. Alternate 19 North, Lot 153 Dunedin, Florida 34698

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.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, unless they sooner die, resign or are removed, are as follows:

<u>NAME/OFFICE</u>	<u>ADDRESS</u>
Robert Tweedy/President	3301 U.S. Alternate 19 North, Lot 172 Dunedin, Florida 34698
John Hart/ 1 st Vice President	3301 U.S. Alternate 19 North, Lot 479 Dunedin, Florida 34698
Betty Lloyd/2 nd Vice President	3301 U.S. Alternate 19 North, Lot 379 Dunedin, Florida 34698

Ruth Shiring/Secretary

3301 U.S. Alternate 19 North, Lot 288
Dunedin, Florida 34698

Nick Katzenbach/Treasurer

3301 U.S. Alternate 19 North, Lot 803
Dunedin, Florida 34698

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Ewanos	3301 U.S. Alternate 19 North, Lot 453 Dunedin, Florida 34698

**ARTICLE IX
DISSOLUTION**

This Association may be dissolved with the assent of not less than two-thirds (2/3) of the votes of the Members entitled to vote.

**ARTICLE X
DURATION**

This Association shall have perpetual existence, effective upon filing these Articles of Incorporation.

**ARTICLE XI
BYLAWS**

The Bylaws of this Association shall be initially adopted by a majority of the Board of Directors. Thereafter, the Bylaws shall be altered, amended, or rescinded by a majority of all Members entitled to vote at any regular or special meeting of the membership duly called and convened.

**ARTICLE XII
AMENDMENT**

Any amendment to these Articles shall require the assent of a majority of all Members entitled to vote present at any regular or special meeting of the membership duly called and convened. If there are no Members, any amendment to these Articles shall require the assent of a majority of the Board of Directors.

**ARTICLE XIII
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/her in connection with any proceeding or settlement of any proceeding to which he/she may

be a party or in which he/she may become involved by reason of his/her being or having been a Director or officer of the Association, whether or not he/she 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 XIV
NOT-FOR-PROFIT STATUS

No part of the income or profit of the Association may be distributed to any individual or member.

ARTICLE XV
INFORMAL MEMBER ACTION

The members entitled to vote on an action may act by written agreement without a meeting, as provided in *Florida Statutes* 617.0701 and the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of the Association, has executed these Articles of Incorporation this 14 day of February, 2001.

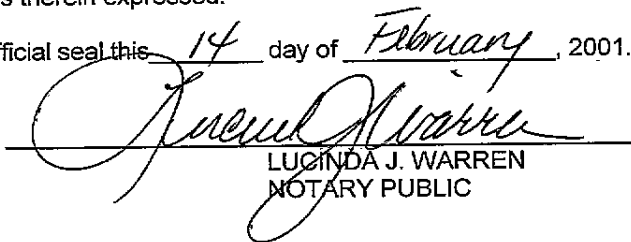

BARBARA EWANOS

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared BARBARA EWANOS, personally known to me, and who, after being duly cautioned and sworn, deposes and says that she has affixed her name to the foregoing Articles of Incorporation of WESTWIND II RESIDENT OWNED COMMUNITY, INC., a Florida not-for-profit corporation, as incorporator of said corporation, for the purposes therein expressed.

WITNESS my hand and official seal this 14 day of February, 2001.

My Commission Expires:


LUCINDA J. WARREN
NOTARY PUBLIC



Lucinda J. Warren
MY COMMISSION # CC634195 EXPIRES
March 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

2001 FEB 15 PM 1:59

ACCEPTANCE AND ACKNOWLEDGEMENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 617.0501, *Florida Statutes*, I hereby accept to act as registered agent of WESTWIND II RESIDENT OWNED COMMUNITY, INC., and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 617.0503, *Florida Statutes*.


ROBERT TWEEDY
Registered Agent