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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ROYAL DUKE MOBILEHOMEOWNERS ASSOCIATION, INC.**

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January 29, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

STEARNS WEAVER MILLER ET AL.

SUBJECT: ROYAL DUKE MOBILEHOMEOWNERS ASSOCIATION, INC.  
REF: W09000004486

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**ARTICLES OF INCORPORATION  
FOR  
ROYAL DUKE MOBILEHOMEOWNERS ASSOCIATION, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation:

**ARTICLE 1**  
**NAME**

The name of the corporation shall be **ROYAL DUKE MOBILEHOMEOWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE 2**  
**NON-PROFIT CORPORATION**

The Association is formed as a non-stock, non-profit corporation pursuant to the provisions of the Florida Not For Profit Corporations Act, as codified at Section 617.01011 *et seq.*, FLA. STAT. (hereinafter referred to as the "Act"). The Association does not contemplate pecuniary gain or profit, direct or indirect, and no portion of the revenues of the Association shall be distributed or inure to the private benefit of any Member, director, or officer.

**ARTICLE 3**  
**OFFICE**

The principal office and mailing address of the Association shall be 3620 NW 30<sup>th</sup> Ave, Miami, Florida 33142, or at such other place or places as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act, as defined herein.

**ARTICLE 4**  
**PURPOSE**

The Association is formed for the purposes of serving as representative of the mobile home owners (the "Owners") of Royal Duke Mobile Home Park (the "Mobile Home Park") in all matter relating to Chapter 723 of the Florida Statutes (the "Mobile Home Statute").

**ARTICLE 5**  
**POWERS**

5.01 The Association shall have the following powers, which, unless otherwise limited by these Articles, the Bylaws or by the applicable laws of the State of Florida, may be exercised by the Board of Directors:

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(a) The power to negotiate for, acquire, and operate the Mobile Home Park on behalf of the Owners.

(b) All of the common-law and statutory powers conferred upon not-for-profit corporations and mobile home owners associations under the laws of the State of Florida, as those sections are in effect on the date of commencement of the corporate existence of the Association, and any other powers subsequently included in those sections or any other section of the Florida Statutes which enumerates powers that a non-profit corporation or a mobile home owners association may have; and

(c) All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers of the Association set out or defined in these Articles and the Bylaws.

5.02 Association Property. All funds and the title to or interest in all properties acquired by or leased to the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of these Articles and the Bylaws.

5.03 Conflict. In the event of conflict between the Act, the Mobile Home Statute, the Articles and Bylaws, the provisions of the Act and the Mobile Home Statute shall control over those of the Articles and Bylaws.

## ARTICLE 6 MEMBERS

6.01 Membership. Each "Member" shall be a bona fide owner of a mobile home in the Mobile Home Park.

6.02 Assignment. The undivided share of a Member in the privileges, rights, funds and other assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Member's mobile home.

6.03 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each mobile home. All votes shall be exercised or cast in the manner provided by the Bylaws. Any Person owning more than one mobile home shall be entitled to cast the aggregate number of votes attributable to all mobile homes owned.

6.04 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

6.05 Change of Membership. Change of membership in the Association shall be established by filing with the Association a fully executed Bill of Sale other instrument establishing record title to the mobile home. Upon such recordation, the new owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.

**ARTICLE 7**  
**TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE 8**  
**SUBSCRIBER**

The name and address of the subscriber to these Articles are as follows:

Adolfo Jimenez  
3620 NW 30<sup>th</sup> Ave., Lot E 523  
Miami, FL 33142

**ARTICLE 9**  
**BOARD OF DIRECTORS**

9.01 The business affairs of the Association shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of five (5) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Association. Following are the names and addresses of the persons who serve as the members of the initial Board of Directors of the Association until their successors are duly elected:

Adolfo Jimenez  
3620 NW 30<sup>th</sup> Ave., Lot E 523  
Miami, FL 33142

Agapito Rodriguez  
3620 NW 30<sup>th</sup> Ave., Lot D 424  
Miami, FL 33142

Agustin Estevez  
3620 NW 30<sup>th</sup> Ave., Lot C 326  
Miami, FL 33142

Emma Castro  
3620 NW 30<sup>th</sup> Ave., Lot E 516  
Miami, FL 33142

Gladys Rosario  
3620 NW 30<sup>th</sup> Ave., Lot A 102  
Miami, FL 33142

9.02. The number of directors which constitute the Board of Directors may be increased and, thereafter, increased or decreased as provided in the Bylaws of the Association; provided, however, in no event shall the number of directors be less than three (3).

**ARTICLE 10**  
**BYLAWS**

**Section 1.** The Directors of this Association may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

**Section 2.** Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

**Section 3.** The Bylaws shall contain provisions regulating the powers of the corporation, the directors and the officers, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

**ARTICLE 11**  
**AMENDMENT**

These Articles may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida and provided for in the Bylaws.

**ARTICLE 12**  
**NO PERSONAL LIABILITY**

The directors, officers, employees and agents of the Association shall not be held personally liable or responsible for any contracts, debts or defaults of the Association while acting for or on behalf of the Association in any official and authorized capacity. The Association shall indemnify all of its officers, directors, employees and agents and all of its former officers, directors, employees and agents and all of its former officers, directors, employees and agents, to the fullest extent permitted by law.

**ARTICLE 13**  
**DISSOLUTION**

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

**ARTICLE 14**  
**PROHIBITION AGAINST PRIVATE BENEFIT**


No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered by the directors.

**ARTICLE 15**  
**REGISTERED OFFICE**

The name and address of the initial registered office and the initial registered agent of the corporation is:

Alyce Gowdy Wright  
c/o South Florida Jobs with Justice  
1671 NW 16 Terrace  
Miami, FL 33125

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 19 day of January, 2009 for the purposes of forming this corporation not for profit under the laws of the State of Florida.

  
Adolfo Jimenez, Incorporator



ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Royal Duke Mobilehomeowners Association, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 617.0501, Florida Statutes.

Alyce GW  
Alyce Gowdy Wright, Registered Agent

Dated: 1/27, 2009

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