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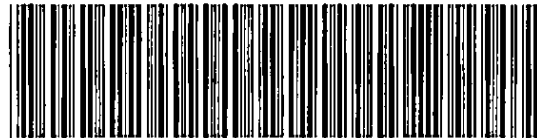
(Business Entity Name)

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COVER LETTER

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

SUBJECT: NEW COLONIAL ESTATES, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael Ross
Name (Printed or typed)

12375 S. Military Trail, Office
Address

Boynton Beach, FL 33436
City, State & Zip

561-877-2381
Daytime Telephone number

mikross1951@hotmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
NEW COLONIAL ESTATES, INC.**

THE UNDERSIGNED, acting under the Florida Statutes, in accordance with the Florida Not For Profit Corporation Act in accordance with Chapter 617 as a homeowners association, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE 1
NAME**

The name of the corporation is NEW COLONIAL ESTATES, INC., also referred to hereinafter as the corporation.

**ARTICLE 2
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE 3
REGISTERED AGENT**

The street address in Florida of the initial registered agent of the corporation is 12375 S. Military Trail, #106, Boynton Beach, Florida, 33436, and the name of the initial registered at such address is Michael Ross.

**ARTICLE 4
PRINCIPAL OFFICE**

The principal and mailing address of the corporation shall be at 12375 S. Military Trail, Office, Boynton Beach, Florida, 33436, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the corporation shall be kept at its principal office or at such other place as may be designated by the Board of Directors.

**ARTICLE 5
PURPOSE**

The purposes for which this corporation is organized are to own and operate on behalf of the shareholders and residents of the mobile home park community now known as COLONIAL ESTATES MOBILE HOME PARK, in Boynton Beach, in Palm Beach County, Florida. The corporation is also authorized to maintain the mobile home park as a condominium, cooperative, or other form of ownership. The corporation does not contemplate pecuniary gain or profit to its shareholders. The corporation shall further have the powers, duties and limitations set forth in Chapter 617, Florida Statutes. The corporation shall finally have all other powers to engage in any activity or business permitted under the Laws of the United States and of this State, so long as they are consistent with the foregoing.

**ARTICLE 6
SHAREHOLDER QUALIFICATIONS**

Each owner of a mobile home within the Colonial Estates Mobile Home Park shall be a shareholder of the corporation. The corporation shall have no members who are not bona fide shareholders, as defined in the Bylaws of Colonial Estates, Inc. Any additional qualifications for members, and the manner of their admission, are regulated by the Bylaws and Rules & Regulations.

ARTICLE 7

BOARD OF DIRECTORS

7.1 The property, business and affairs of the corporation shall be managed by a board of directors. The Board of Directors shall consist of seven members. All members of the Board must be shareholders of the corporation.

7.2 Directors shall be elected at the annual meeting of the shareholders in the manner, for the term and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

7.3 The names and addresses of the persons currently serving on the Board of Directors are:

Michael Ross
12375 S Military Trail
Boynton Beach, FL 33436

Linda Wilson
12375 S Military Trail
Boynton Beach, FL 33436

Mark Hickner
12375 S Military Trail
Boynton Beach, FL 33436

Maria Moll
12375 S Military Trail
Boynton Beach, FL 33436

Evelyn Joseph
12375 S Military Trail
Boynton Beach, FL 33436

Harold Heathfield
12375 S Military Trail
Boynton Beach, FL 33436

James Docherty
12375 S Military Trail
Boynton Beach, FL 33436

7.4 The Directors shall serve without compensation.

7.5 A Director shall discharge his duties as a director in good faith; with the care an ordinary prudent person in the same position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the corporation. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the corporation whom the Director reasonably believes to be reasonable and competent in the manners presented, legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence. A Director is not liable for any action taken as a Director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

ARTICLE 8

OFFICERS

The business of this corporation shall be conducted by officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of shareholders and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of officers. The officers shall perform the duties of those offices customarily performed by officers of corporations and these officers shall serve without compensation.

ARTICLE 9

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a Resolution approved by at least five of the members of the Board of Directors and presented to the general members for their vote. A majority of the general members shall constitute a quorum. The Articles of Incorporation shall be amended by a majority of the members represented at a meeting at which a quorum is present.

ARTICLE 10

BYLAWS

The Bylaws of the Corporation shall be promulgated and amended, as provided in the Bylaws.

ARTICLE 11

OTHER AGREEMENTS

The Corporation and its shareholders may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the share of the corporation, and such agreements may be adopted as a part of the Bylaws. Such agreements may confer upon the corporation or the shareholders or both: an option to purchase or right of first refusal in the event of transfer or encumbrance. Such agreements may include such restrictions during the lifetime and upon the death or legal incompetence of any shareholder. Nothing in the Articles of Incorporation or in the Bylaws shall be construed to authorize a transfer of such share upon the books of the corporation in violation of such agreements.

ARTICLE 12

INDEMNIFICATION

12.1 The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by the corporation) by reason of the fact that he is or was a Director, officer or agent (each, an "Indemnitee") of the corporation against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation.

12.2 The corporation shall indemnify any person who was or is a party to any proceeding by the corporation because the person is or was a Director, officer or agent of the corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this Section with respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction shall determine that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which the court shall deem proper.

12.3 To the extent that a Director, officer, committee member, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 12.1. or 12.2, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

12.4 Any indemnification under Section 12.1 or 12.2, unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case after a determination that indemnification of the Director, officer or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 12.1 or 12.2. Such determination shall be made: (A) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding; or (B) by independent legal counsel selected (i) by the Board of Directors as described in subsection 12.4.1, or (ii) if a quorum of the Directors cannot be obtained for Subsection 12.4.1, then by a majority of the shareholders of the corporation who were not parties to such proceeding.

12.5 Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of such Director, officer or committee member, to repay such amount if he is ultimately found not to be entitled to indemnification by the corporation pursuant to this

section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

12.6 The indemnification and advance of expenses provided pursuant to this Article 12 are not exclusive, and the corporation may make any other or further indemnification or advance expenses of any of its Directors, officers, or agents, under any bylaw, agreement, vote of Members or disinterested Directors, or otherwise. However, indemnification or advance of expenses shall not be made to or on behalf of any Director, officer, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (i) a violation of the criminal law, unless the Director, officer or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (ii) a transaction from which the Director, officer or agent derived an improper personal benefit; or (iii) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by the corporation to procure a judgment in its favor or in a proceeding by the shareholders of the corporation.

12.7 Indemnification and advance of expenses as provided in this Article 12 shall continue for a Person who has ceased to be a Director, officer or agent and shall inure to the benefit of the heirs, executors, and administrators of such a Person, unless otherwise provided when authorized or ratified.

12.8 For purposes of this Article 12, the term "expenses" shall be deemed to include reasonable attorneys' fees, paraprofessional fees, and legal costs and expenses, including those for any appeals; the term "Liability" shall be deemed to include any obligation to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, mediation, arbitration or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer.

12.9 Anything to the contrary herein notwithstanding, no amendment to the provision of this Article 12 shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

ARTICLE 13

AUTHORIZED SHARES

The total number of shares that the corporation shall have the authority to issue is 285 shares of no par value common stock. There are currently 254 assigned or sold shares; however, additional shares not to exceed the authorized total of 285 can be assigned or sold. The authorized shares of stock are all of one class with equal voting powers and each such share shall be equal with every other such share.

ARTICLE 14

DISSOLUTION

The corporation may be dissolved with the approval of not less than two-thirds (2/3rds) of the Voting Interests represented at a duly called meeting of the Owners in person or by proxy at which

a quorum has been attained. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created or granted, conveyed and assigned to any not for profit corporation, association, trust or other organization devoted to similar purposes.

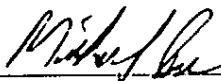
ARTICLE 15
INCORPORATOR

The name and address of the Incorporator is:

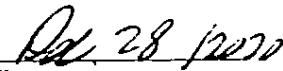
Name: Michael Ross

Address: 12375 S Military Trail #13, Boynton Beach, FL 33436

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature of Registered Agent

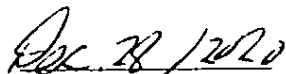


Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator



Date

21 JAN -5 PM 2:21
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STATE DEPARTMENT OF REVENUE