

N95000002357

LEE JAY COLLING & ASSOCIATES, P. A.

ATTORNEYS AT LAW

LEE JAY COLLING*
WILLIAM SHAW BLALOCK
JAMES A. GARLAND

OF COUNSEL

LAVINIA N. McMILLEN

* ALSO ADMITTED IN MICHIGAN

SUITE 700
FIRST UNION BUILDING
20 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

TELEPHONE (407) 840-0084
FAX (407) 840-1000

PARALAGALS
WILLIAM H. MALMO
NADINE S. COLLING

May 8, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fla. 32314

800001487548
-05/15/95--01075--005
****122.50 ****122.50

RE: MOLOKAI CO-OP, INC.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, I am enclosing our firm check in the amount of \$122.50 which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent's fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Lee Jay Colling

LJC/vlb
Enclosures

RAK
5-16

95 MAY 15 AM 10:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MOLOKAI CO-OP, INC.

A Not-For-Profit Florida Corporation

I, the undersigned, for the purposes of forming a Not-for-Profit corporation under the laws of the State of Florida, and in compliance with the requirements of Chapter 617 and Chapter 719, Florida Statutes, hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

MOLOKAI CO-OP, INC.

The principal office address is:

**141 Malayan Way
Leesburg, Florida 34788**

FILED
95 MAY 15 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

REGISTERED AGENT/OFFICE

The name of the initial Registered Agent of this corporation is:

**Lee Jay Colling
Attorney-at-Law**

The street address of the initial registered office of this corporation is:

**First Union Tower, Suite 700
20 North Orange Avenue
Orlando, Florida 32801**

ARTICLE III

PURPOSE AND POWERS

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which this corporation is formed are:

- A. *For the advancement of charitable purposes by the distribution of its funds for such purposes.*
- B. *To operate in such manner as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax-exempt organizations under the Internal Revenue code, as amended.*
- C. *To represent its members in Molokai, their successors and assigns, pursuant to the provisions of Chapter 719, Florida Statutes.*
- D. *To negotiate for, acquire, finance, and operate the mobile home park on behalf of its members.*
- E. *To convert the mobile home park, once acquired, to a cooperative form of ownership. Upon acquisition of the property, the Corporation shall be the entity that operates and manages a cooperative and offers cooperative parcels for sale or lease in the ordinary course of business.*
- F. *To contract, sue or be sued with respect to the exercise or non-exercise of its powers. For these purposes, the powers of the Corporation include, but are not limited to, the maintenance, management, and operation of the park property.*
- G. *To institute, maintain, settle, or appeal actions or hearings in its name on behalf of its members concerning matters of common interest, including, but not limited to, the common property; structural components of a building or other improvements; mechanical, electrical, and plumbing elements serving the park property; and protests of ad valorem taxes on commonly used facilities. In addition, the Corporation shall have all of the applicable powers specified in Chapters 617, 607, and 719, Florida Statutes.*
- H. *To make and collect assessments and to lease, maintain, and replace the common areas upon purchase or lease of the mobile home park.*
- I. *To purchase lots in the park and to acquire and hold, lease, mortgage and convey them.*
- J. *To modify or move or create any easement for ingress and egress or for the purposes of utilities if the easement constitutes part of, or crosses, the park property upon purchase or lease of the mobile home park.*

ARTICLE IV

MEMBERSHIP

Membership in this Corporation shall be limited to persons who have purchased Membership Certificates in the Corporation. Upon the transfer of a Membership Certificate, either voluntarily or by operation of law, the transferee shall become a member of the Corporation if all the requirements for membership have been met.

ARTICLE V

PERPETUAL EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

DIRECTORS

The Powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of directors of the corporation shall be nine (9); provided however, that such number may be changed by a By-Law duly adopted.

The directors named herein as the first Board of Directors shall hold office until either the first annual meeting of the membership at which time an election of directors shall be held, or until a special meeting of the membership held for the purpose of electing a new Board of Directors to replace the initial Board. The manner in which the Directors shall be elected will be determined in the By-Laws.

The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME:</u>	<u>ADDRESS:</u>
<i>John C. Hanson</i>	<i>141 Malayon Way, Loosburg, FL 34788</i>
<i>Marie Maguire</i>	<i>152 Malayon Way, Leesburg, FL 34788</i>
<i>Dorothy Shaw</i>	<i>56 Kona Circle, Leesburg, FL 34788</i>
<i>Donald Harkless</i>	<i>142 Malayon Way, Leesburg, FL 34788</i>
<i>Louis Faulhaber</i>	<i>73 Mauna Loa Drive, Leesburg, FL 24788</i>
<i>Gerald Dupuis</i>	<i>191 Paradise North, Leesburg, FL 34788</i>
<i>Harold Vaughn</i>	<i>79 Mauna Loa Drive, Leesburg, FL 34788</i>
<i>Richard Schmidle</i>	<i>223 Paradise South, Leesburg, FL 34788</i>
<i>Dean Nettleton</i>	<i>265 Kelo Court, Leesburg, FL 34788</i>

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation

*is: Lee Jay Colling
20 North Orange Ave. #700
Orlando, Florida 32801*

ARTICLE VIII

BY-LAWS

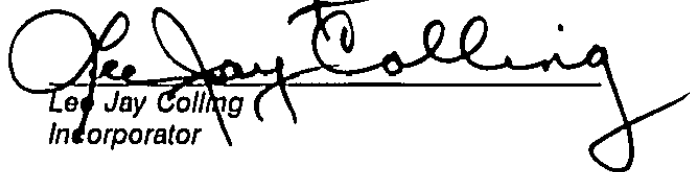
The power to amend or repeal the By-Laws shall be in the members. The affirmative vote of the majority of the voters present, in person or by proxy, at a meeting at which a quorum has been established, shall be necessary to exercise that power. The power to adopt the first By-Laws of the Corporation, however, shall be in the Board of Directors. A majority vote of the Directors shall be necessary to adopt the first By-Laws.

The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with Chapter 719, Florida Statutes and these Articles of Incorporation.

ARTICLE IX
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation. Such amendment may be proposed and adopted in the manner provided by the By-Laws of the Corporation.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11th day of May, 1995.

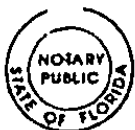

Lee Jay Colling
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, this day, personally appeared Lee Jay Colling, the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Articles of Incorporation, as Incorporator.


- Affiant is personally known to me, or
 Affiant produced his/her driver's license
 Affiant produced as identification:

WITNESS my hand and official seal this 11th day of MAY, 1995.



KAREN C. MCNUTT
My Comm Exp. 12/05/97
Bonded By Service Ins
No. CC333813

Personally Known Other I.D.


Signature of Notary Public
KAREN C. MCNUTT
Typed or Printed Name of Notary
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of MOLOKAI CO-OP, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 11th day of May, 1995.

Lee Jay Colling
Lee Jay Colling
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, this day, personally appeared Lee Jay Colling, the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Acceptance by Registered Agent.

- Affiant is personally known to me, or
- Affiant produced his/her driver's license
- Affiant produced as identification:

WITNESS my hand and official seal this 11th day of MAY, 1995.



KAREN C. MCNUTT
My Comm Exp. 12/05/97
Bonded By Service Ins
No. CC333813
|| Personally Known || Other I. B.

Karen C. McNutt
Signature of Notary Public

KAREN C. MCNUTT
Typed or Printed Name of Notary
My commission expires:

FILED
95 MAY 15 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA