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Board Certified Civil Trial Lawyer
Florida Bar Association
Michigan Bar Association

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August 2, 1995

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 8 PM 2:09

Re: **Sherwood Forest of Kissimmee
Homeowners Association, Inc.**

Dear Staff:

The above Corporation currently a Profit corporation, has been converted to a not-for-profit status pursuant to Florida Statutes §617.1805 and the Order of the Osceola County Circuit Court. For making this transition final, I am enclosing the following documents:

1. Final Order Allowing Conversion of Corporation to Not-For-Profit Status.
2. Articles of Incorporation with Acceptance by Resident Agent as approved by the Hon. Frank N. Kaney, Osceola County Circuit Court Judge.
3. Office Check No. 2006 for \$122.50 for filing fees.

Please contact me if you have any questions or need any further information.

Very truly yours,

W. Richard Thoreen

W. Richard Thoreen

dd 8/8/95

WRT/ct

Enclosures

IN THE CIRCUIT COURT FOR THE COUNTY OF OSCEOLA

In Re: **SHERWOOD FOREST OF KISSIMMEE
HOMEOWNERS ASSOCIATION, INC.,** Case No. CI 95-0345
a Florida corporation

FINAL **ORDER ALLOWING CONVERSION OF CORPORATION
TO NOT FOR PROFIT STATUS**

This cause having come before this Court on the Petition for Conversion to Corporation Not For Profit by Sherwood Forest of Kissimmee Homeowners Association, Inc. and the Court being fully advised in the premises, it is

ORDERED that Sherwood Forest of Kissimmee Homeowners Association, Inc. be converted to a Florida Not For Profit Corporation, that the Articles of Incorporation filed with the Petition are hereby approved for filing with the Department of State, and that all property of Sherwood Forest of Kissimmee Homeowners Association, Inc., a Florida profit corporation, shall become the property of **Sherwood Forest of Kissimmee Homeowners Association, Inc., a Florida not for profit corporation**, subject to all indebtedness and liabilities of the former corporation.

Done and ordered in chambers in Kissimmee, Florida this 22nd day of June, 1995.

s/**FRANK N KANEY**

Frank N. Kaney
Circuit Court Judge

C195-0345

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF 95 AUG -8 PM 2:09

SHERWOOD FOREST OF KISSIMMEE HOMEOWNERS ASSOCIATION, INC

a Florida not-for-profit corporation

FILED
06/23/95 09:39
MEL WILLS JR., CLERK OF THE CIRCUIT COURT - OSCEOLA CTY
VERIFIED: KEM INSTR # 95-064487

I (we), the undersigned, for the purpose 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 723, Florida Statutes, hereby certify as follows:

ARTICLE I

Name

The name of this corporation is:

Sherwood Forest of Kissimmee Homeowners Association, Inc.

The principal office address is:

474 Greenwood Lane
Kissimmee, Florida 34746

ARTICLE II

Registered Agent/Office

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

116 E. Altamonte Drive, Suite 210
Altamonte Springs, Florida 32701

The name of the initial Registered Agent of this corporation at that address is:

W. Richard Thoren

ARTICLE III

Non-Stock Basis

This corporation shall be organized on a non-stock basis and shall not issue shares of stock. The term of the corporation shall be perpetual.

MEL WILLS JR., CLERK OF THE CIRCUIT COURT - OSCEOLA CTY
06/23/95 09:39
VERIFIED: KEM INSTR # 95-064487
BK 1266
PG 2469

ARTICLE IV

Membership

The qualification of members and the manner of their admission to the corporation shall be regulated by the Bylaws.

ARTICLE V

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. To represent the mobile home owners in the park, their successors and assigns pursuant to the provisions of Chapter 723, Florida Statutes.
- B. To institute, maintain, settle, or appeal actions or hearings in its name on behalf of all home owners concerning matters of common interest, pursuant to Chapter 723, Florida Statutes, Rule 1.222, Florida Rules of Civil Procedure, and other applicable laws or rules. In addition, the corporation shall have all the powers specified in Sections 617.0302 and 617.0303, Florida Statutes, or its successor statute.
- C. To negotiate for, acquire and operate the mobile home park on behalf of the mobile home owners.
- D. To convert the mobile home park, once acquired, to a condominium, a cooperative form, or other type of ownership. Upon acquisition of the property, the Association shall be the entity that creates a cooperative or offers cooperative units for sale or lease in the ordinary course of business, or, if the home owners choose a different form of ownership, the entity that owns the record interest in the property and that is responsible for the operation of the property.
- E. To contract, sue or be sued with respect to the exercise or non-exercise of its powers. For these purposes, the powers of the Association include, but are not limited to, the maintenance, management, and operation of the park property.

- F. To make, levy and collect assessments and to purchase, lease, maintain, repair and replace the common areas upon purchase of the mobile home park.
- G. To purchase or sell lots in the park and to acquire and hold, lease, mortgage and convey the property.
- H. 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 of the mobile home park.
- I. To conduct Bingo games, as provided in Chapter 849.093, Florida Statutes, or its successor statute.
- J. To conduct any other legitimate business.

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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 seven (7); provided however, that such number may be changed by a duly adopted Bylaw.

The directors named herein as the first Board of Directors shall hold office until the next annual meeting of the membership at which time an election of directors shall be held. The manner in which the Directors shall be elected will be set forth in the Bylaws.

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

George Manolakis, President
474 Greenwood Lane
Kissimmee, Florida 34746

Frank Manna, Exec. Vice President
499 Archer Lane
Kissimmee, Florida 34746

Sy Mulder, Vice President
707 Forest Lane
Kissimmee, Florida 34746

Irene Goodin, Secretary
128 York Court
Kissimmee, Florida 34746

Joann Humphries, Treasurer
500 Archer Lane
Kissimmee, Florida 34746

Melvin A. Childs, Member at Large
270 Scott Boulevard
Kissimmee, Florida 34746

Avale Francisco, Member at Large
417 Forest Lane
Kissimmee, Florida 34746

ARTICLE VII

Incorporator

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

George Manolakis, President
474 Greenwood Lane
Kissimmee, Florida 34746

ARTICLE VIII

By-Laws

The initial Bylaws of this corporation shall be adopted at the first meeting of the Board of Directors or as soon thereafter as is practically possible. The Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this corporation.

ARTICLE IX

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this 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, have executed these Articles of Incorporation.

ATTEST:

Irene Goodin
Irene Goodin, Secretary

INCORPORATOR:

George Manolakis
George Manolakis, President

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STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared, **George Manolakis**, to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged to and before me that he executed such instrument on behalf of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of July, 1995.

BOOK 1266 PAGE 2473

Ruth G. Dietz
Notary Public
My commission expires:



RUTH G. DIETZ
My Comm Exp. 11/28/97
Bonded By Service Ins
No. CC314225

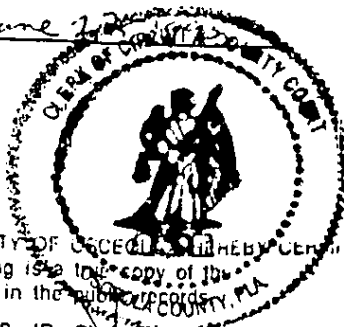
Personally Known Other L.D.

APPROVAL BY THE CIRCUIT COURT FOR OSCEOLA COUNTY, FLORIDA:

The foregoing Articles of Incorporation having been brought before this Court by Petition for Conversion to Corporation Not For Profit, by the profit corporation of the same name, in Case No. 04-95-0345, Osceola County Circuit Court, and this Court having found the Petition and proposed Articles of Incorporation in proper form, does hereby approve said Articles and declares that all property of Sherwood Forest of Kissimmee Homeowners Association, Inc., a Florida profit corporation, shall become the property of **Sherwood Forest of Kissimmee Homeowners Association, Inc., a Florida not for profit corporation**, subject to all indebtedness and liabilities of the former corporation.

Dated: June 27, 1995

Frank M. Koney
Circuit Court Judge



STATE OF FLORIDA, COUNTY OF OSCEOLA, HEREBY CERTIFY that the above and foregoing is a true copy of the original document recorded in the public records of OSCEOLA COUNTY, FLA.

MEL WILLS, JR. Clerk Circuit Court
Date: July 10, 1995 BY [Signature] D.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -8 PM 2:09

ACCEPTANCE BY REGISTERED AGENT

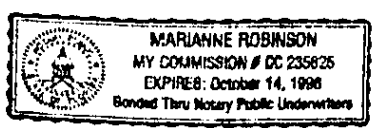
The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of **Sherwood Forest of Kissimmee Homeowners Association, Inc.**, which is contained in the foregoing Articles of Incorporation.

W. Richard Thoreen
W. Richard Thoreen
Registered Agent

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared **W. Richard Thoreen**, to me known to be the person who executed the foregoing Acceptance By Registered Agent and who acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of June, 1995.



Marianne Robinson
Notary Public
My Commission Expires: 10/14/96