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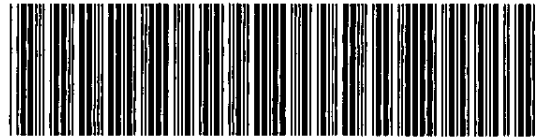
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TALLAHASSEE, FLORIDA

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Amend & Restat.

C.COULLIETTE

NOV 24 2008

EXAMINER

LAW OFFICE OF HARLAN R. DOMBER, P.A.

HARLAN R. DOMBER
BOARD CERTIFIED REAL ESTATE ATTORNEY

SUITE L-1
3900 CLARK ROAD
SARASOTA, FLORIDA 34233
TELEPHONE (941) 923-9930
1-800-804-9930
FAX (941) 923-3400

November 17, 2008

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

Re: Cortez Park Homeowners, Inc.; Document No. N95000005949

Dear Sir/Madam:

Enclosed herewith please find our firm's check no. 8928, in the amount of \$43.75, to cover the filing fee and the purchase of a certified copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed are an original, executed Articles of Amendment to the Articles of Incorporation for your records and a copy thereof for your certification. Please send the certified copy of the document to the undersigned at the Sarasota office address shown above.

Thank you for your courtesies.

Sincerely,



Harlan R. Domber

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CORTEZ PARK HOMEOWNERS, INC.**

The undersigned, each with the capacity to contract, hereby executes, certifies and acknowledges these Amended and Restated Articles of Incorporation for CORTEZ PARK HOMEOWNERS, INC., a corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts"), and originally filed with the Secretary of State on December 14, 1995, have been duly adopted by a unanimous vote of the Board of Directors this 13th day of November, 2008. Pursuant to the Articles of Incorporation, no vote of the membership was required. Any amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the Corporation's Articles of Incorporation and the provisions of the Amended and Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE 1. NAME AND PRINCIPAL OFFICE ADDRESS

The name of the corporation shall be CORTEZ PARK HOMEOWNERS, INC. (hereinafter "Corporation"). The initial principal office/ mailing address of the Corporation is 12507 Cortez Road West (P.O. Box 951), Cortez, Florida 34215.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles of Incorporation were filed with the Department of State, and the period of duration of the Corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the Corporation is organized is to engage in, conduct and carry on the business and operation of a mobile home owners association pursuant to Chapter 723, Florida Statutes; the Corporation has the power to negotiate for, acquire, and operate Cortez Park (a/k/a Cortez Trailer Park) in Cortez, Manatee County, Florida, presently consisting of seventy-nine (79) mobile home sites, eight (8) travel trailer sites and four (4) single-family detached residential dwelling sites, on behalf of the mobile home owners, travel trailer owners and other residential dwelling unit 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; and to transact any or all

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TALLAHASSEE, FLORIDA

lawful business for which corporations may be incorporated under the Acts. In addition, the Corporation shall have all the powers specified in Section 617.0302, Florida Statutes. Upon accomplishing the purchase of Cortez Park, the Corporation shall convert the same to a condominium, cooperative or other type of ownership; whereupon, the Corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative, or other type of resident-owned community. Additionally, the Corporation reserves the right to acquire additional lands; whereupon, the Corporation shall have all the powers necessary and/or convenient for the operation and management of such property.

ARTICLE 4. MEMBERSHIP

The members of the Corporation shall be limited to lessees of CORTEZ PARK, A RESIDENTIAL COOPERATIVE (hereinafter "Cooperative") who have purchased membership certificates in the Corporation and been issued proprietary leases for their respective mobile home sites, travel trailer sites, or other residential dwelling sites. 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 requirements for membership have been met.

ARTICLE 5. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is 3900 Clark Road, Suite L-1, Sarasota, Florida 34233, and the name of the registered agent of the Corporation at such address is Harlan R. Domber.

ARTICLE 6. DIRECTORS AND OFFICERS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not more than seven (7) persons nor less than three (3) persons, as shall be designated in the Bylaws. The names and addresses of the persons who are currently serving as directors and officers until their successors are elected and qualify, or until their earlier resignation, removal from office, or death, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
James Bresnahan	P.O. Box 853 Cortez, FL 34215	President/ Director
Jack B. Shisler	P.O. Box 253 Cortez, FL 34215	Treasurer/ Director

Doug Morgan	P.O. Box 9 Cortez, FL 34215	Secretary/ Director
Gilbert D. Ross	430 Rte. 610 Petersburg, NJ 08270	Director
Donald E. Watson	P.O. Box 297 Cortez, FL 34215	Director
Carl Crooks	P.O. Box 203 Cortez, FL 34215	Director
Donna J. Stoutin	P.O. Box 123 Cortez, FL 34215	Director

ARTICLE 7. INCORPORATORS

The names and addresses of the original incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
William K. Hilton	P.O. Box 176 Cortez, FL 34215
Randall L. Phillips	P.O. Box 1095 Cortez, FL 34215
Waymond Burkeen	P.O. Box 64 Cortez, FL 34215
Floyd E. Lorance	P.O. Box 1103 Cortez, FL 34215
George J. Adam	P.O. Box 461 Cortez, FL 34215

ARTICLE 8. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

8.1 Meetings of Members and Directors. Meetings of the members and directors of the Corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors. The annual meeting for the election of members of the Board of Directors shall be held as may be provided for in the Bylaws.

8.2 Amendments to Articles of Incorporation. The power to amend the Articles of Incorporation shall be in the members, but the affirmative vote of two-thirds (2/3) of the members present in person or by proxy at a duly called meeting of the Corporation shall be necessary to exercise that power.

8.3 Bylaws. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of two-thirds (2/3) of the members present in person or by proxy at a duly called meeting of the Corporation shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Acts and the Articles of Incorporation.

8.4 Contract in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by: (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his/her contracting with the Corporation for the benefit of him/herself or any firm, or corporation in which he/she may be interested.

ARTICLE 9. INCOME DISTRIBUTION

No part of the income or profit of this Corporation shall be distributed to its members; no dividend paid; and no stock shall be issued. However, the Corporation may pay compensation in a reasonable amount to its members, directors or officers for other services rendered (though not for services rendered in their capacity as directors or officers); may confer benefits upon its members in conformity with its purposes; and any such payment or benefit does not constitute a dividend or a distribution of income or profit for purposes of this Article.

ARTICLE 10. DISSOLUTION OF CORPORATION AND DISTRIBUTION OF ASSETS

The Corporation may be dissolved pursuant to Chapter 617 and Chapter 719, Florida Statutes. Upon dissolution or final liquidation of this not-for-profit corporation, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution or final liquidation shall be distributed to the membership as permitted by law.

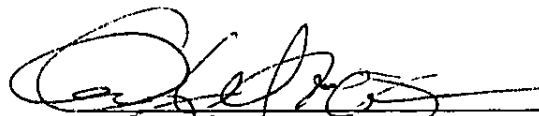
ARTICLE 11. INDEMNIFICATION

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees (including but not limited to pre-trial, trial, mediation, arbitration and appellate proceedings), reasonably incurred by them in connection with any proceeding or settlement thereof in which they become involved by reason of service as a director or holding such office.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the Corporation, have executed these Amended and Restated Articles of Incorporation and certified to the truth of the facts herein stated, this 13th day of November, 2008.



JAMES BRESNAHAN
President



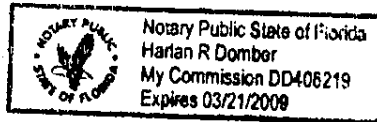
DOUG MORGAN
Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13th day of November, 2008, by JAMES BRESNAHAN and DOUG MORGAN, being the President and Secretary, respectively, of CORTEZ PARK HOMEOWNERS, INC., a Florida not-for-profit corporation, on behalf and with authority of said corporation. They (Notary choose one) [] are personally known to me, or [X] have produced their New York & Iowa Driver's Licenses, respectively as identification.



Signature of Notary Public



Print Name of Notary Public, Affix Seal and State
Notary's Commission Number & Expiration Date