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ABEL, HAND, RUSSELL, COLLIER, PITCHFORD & GORDON
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ATTORNEYS AND COUNSELLORS AT LAW

WILLIAM R. KORP
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June 2, 1995

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

FILED
95 JUN -6 PM 16
TALLAHASSEE, FLORIDA

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-06/06/95--01088--011
***157.50 ***122.50

Re: BUCCANEER HOMEOWNERS' ASSOCIATION, INC.

Dear Sir or Madam:

In connection with the above referenced matter we enclose the following items:

1. Certificate of Amendment to Articles of Incorporation changing the name of the corporation.
2. Original and one copy of the Articles of Incorporation forming a not-for-profit corporation under Chapter 723, Florida Statutes.
3. Check in the sum of \$157.50 broken down as follows:
\$35 filing fee for Certificate of Amendment
\$122.50 filing fee for new corporation.

We would appreciate your filing the Amendment and Articles at your earliest convenience and returning a copy of the filed documents to the above address. Should you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

Kathy Selvitella

Kathleen A. Selvitella, CLA
Legal Assistant to
William R. Korp

KAS:SectySt.1tr
Enclosures

KAH 6-16-95

SARASOTA

VENICE

FORT MYERS

ARTICLES OF INCORPORATION
OF
BUCCANEER HOMEOWNERS' ASSOCIATION, INC.

FILED

95 JUN -6 PM 12:16

SECRETARY
FALLA VASSIE, FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, and under Chapter 723, Florida Statutes, as amended (the "Acts").

ARTICLE 1. NAME

The name of the corporation shall be BUCCANEER HOMEOWNERS' ASSOCIATION, INC. The principal office and mailing address of the corporation is c/o William R. Korp, Esquire, 333 South Tamiami Trail, Suite 199, Venice, Florida 34285.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles are 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 initially organized is to engage in, conduct and carry on the business of operation of a home owners association pursuant to F.S. Chapter 723; the corporation has the power to negotiate for, acquire and operate the mobile home park on behalf of the home 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 lawful

business for which corporations may be incorporated under the Acts. In addition, the corporation shall have all the powers specified in Section 617.021, Florida Statutes. In the event the corporation purchases BUCCANEER MOBILE HOME PARK, it shall convert the same to a condominium, cooperative or other type of ownership.

ARTICLE 4. MEMBERSHIP

The members of the corporation are bona fide owners of a mobile home as defined in Chapter 723, Florida Statutes, located in North Fort Myers in Lee County, Florida, over two-thirds of which have consented in writing to the formation of the corporation.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285, and the name of the initial registered agent of the corporation at such address is WILLIAM R. KORP.

ARTICLE 6. DIRECTORS

The initial Board of Directors shall consist of no more than twelve (12) members, eleven who are elected according to the Bylaws of the corporation and the Immediate Past President. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
HILLIS HAUSER	426 Hidden Cove N. Fort Myers, FL 33917
ARNOLD WHITE	759 Pirates Rest Road N. Fort Myers, FL 33917

GWEN DeHOLLANDER	433 Hidden Cove N. Fort Myers, FL 33917
AL PEIROL	321 Doubloon Drive N. Fort Myers, FL 33917
RUDY LUDWIG	454 Avanti Way Boulevard N. Fort Myers, FL 33917
IRENE HINDERLITER	905 Calamondi Court N. Fort Myers, FL 33917
STAN DURBIN	718 Brigantine Boulevard N. Fort Myers, FL 33917
GARY POLLARD	738 Pirates Rest Road N. Fort Myers, FL 33917
RUTH PROCTOR	104 Jose Gaspar Drive N. Fort Myers, FL 33917
ANN ISHLER	564 Plaza Del Sol N. Fort Myers, FL 33917
LARRY RHODES	212 Caviller Court N. Fort Myers, FL 33917
JACK COLVIN	495 Avanti Way N. Fort Myers, FL 33917

ARTICLE 7. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
HILLIS HAUSER	426 Hidden Cove N. Fort Myers, FL 33917
ARNOLD WHITE	759 Pirates Rest Road N. Fort Myers, FL 33917
IRENE HINDERLITER	905 Calamondi Court N. Fort Myers, FL 33917
STAN DURBIN	718 Brigantine Boulevard N. Fort Myers, FL 33917
RUTH PROCTOR	104 Jose Gaspar Drive N. Fort Myers, FL 33917

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.

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 of the members shall be necessary to exercise that power; except, however, upon the acquisition of the mobile home park and conversion to a condominium, cooperative or other type of ownership, in which event, the affirmative vote of the majority of the members of the Board of Directors shall be sufficient to amend these Articles of Incorporation so that 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 mobile home community, including, but not limited to, changing the qualifications for membership in the corporation.

8.3 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members and the affirmative vote of the majority of the members shall be necessary to exercise that power; except, however, upon the acquisition of the mobile home park and conversion to a condominium, cooperative or other type of ownership, the affirmative vote of the majority of the members of the Board of Directors shall be sufficient to amend the Bylaws so that 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,

including, but not limited to, changing the qualifications for membership in the corporation. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Acts and these Articles of Incorporation.

8.4 Contract in Which Directors Have an Interest. No contract or other transaction of the corporation which 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 contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

ARTICLE 9. RESTATEMENT IN THE EVENT
OF A PURCHASE OF THE PARK

In the event the corporation purchases BUCCANEER ESTATES, before the issuance of any cooperative membership certificate, these Articles may be amended and restated in order to create a residential cooperative association under Chapter 719, Florida Statutes by a resolution of the Board of Directors.

ARTICLE 10. PARK PURCHASE COMMITTEE

The Board of Directors shall appoint a standing committee

known as the Park Purchase Committee consisting of not less than five (5) members nor more than seven (7) members who shall be responsible for establishing a procedure to be initiated in the event the mobile home park in which the members reside is offered for sale. The first Committee shall be Ralph Esposito, Tom Barnett, Rich DeHollander, Gwen DeHollander, Dorothy Kearns, George Hollenbeck and Gene Little. The Committee shall designate one of its members chairman of the Committee. The Committee shall have the power to negotiate for the purchase of the mobile home park, authorize preparation of all documents necessary to bind the corporation and consummate the sale of the mobile home park and after approval thereof by the Board of Directors, to do all other things necessary in the negotiating, consummating and purchase of the mobile home park, all agreements to purchase shall be conditioned upon obtaining subscriptions from at least a majority of the unit owners and institutional financing of the purchase. With the approval of the Board, the Committee may arrange contracts for services in connection with such negotiation and purchase.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 17th day of May, 1995.

Hillis Hauser
Hillis Hauser, Incorporator

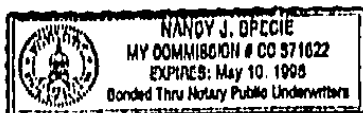
Arnold White
Arnold White, Incorporator

Irene Hinderliter
Irene Hinderliter, Incorporator

Stan Durbin
Stan Durbin, Incorporator
Ruth E. Proctor
Ruth Proctor, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

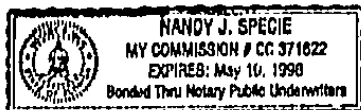
The foregoing instrument was acknowledged before me this 17th
day of May, 1995, by HILLIS HAUSER (Notary
choose one) [☒] who is personally known to me or [☐] who has
produced _____ as identification.



Nancy J. Specie
Notary Public
NANCY J. SPECIE
Print Name of Notary Public
My Commission Expires: 5-10-98

STATE OF FLORIDA
COUNTY OF LEE

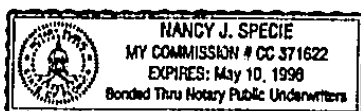
The foregoing instrument was acknowledged before me this 17th
day of May, 1995, by ARNOLD WHITE (Notary
choose one) [☒] who is personally known to me or [☐] who has
produced _____ as identification.



Nancy J. Specie
Notary Public
NANCY J. SPECIE
Print Name of Notary Public
My Commission Expires: 5-10-98

STATE OF FLORIDA
COUNTY OF LEE

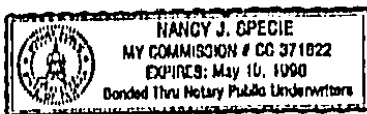
The foregoing instrument was acknowledged before me this 17th
day of May, 1995, by IRENE HINDERLITER (Notary
choose one) [☒] who is personally known to me or [☐] who has
produced _____ as identification.



Nancy J. Specie
Notary Public
NANCY J. SPECIE
Print Name of Notary Public
My Commission Expires: 5-10-98

STATE OF FLORIDA
COUNTY OF LEE

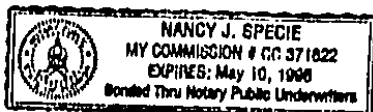
The foregoing instrument was acknowledged before me this 17th
day of May, 1995, by STAN DURBIN (Notary
choose one) [X] who is personally known to me or [] who has
produced _____ as identification.



Nancy J. Specie
Notary Public
NANCY J. SPECIE
Print Name of Notary Public
My Commission Expires: 5-10-98

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 17th
day of May, 1995, by RUTH PROCTOR (Notary
choose one) [X] who is personally known to me or [] who has
produced _____ as identification.



Nancy J. Specie
Notary Public
NANCY J. SPECIE
Print Name of Notary Public
My Commission Expires: 5-10-98

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above
Articles. Simultaneously, I hereby accept the appointment as
Registered Agent.

William R. Korp
William R. Korp
Registered Agent

FILED
95 JUN -6 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA