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Porges Hamlin Knowles Hawk Corporations

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This instrument prepared by  
Curtis D. Hamlin, Esquire  
FLORIDA BAR NO. 0237922  
Porges, Hamlin, Knowles & Hawk, P.A.  
Post Office Box 9320  
Bradenton, Florida 34206  
File No. 11460-48

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
TERRA SIESTA CO-OP, INC.  
A Not-For-Profit Florida Corporation  
(Florida Document Number 766835)**

The Unit Owners/Members of TERRA SIESTA CO-OP, INC., a Florida not-for-profit corporation, and being the entity responsible for the operation of TERRA SIESTA MOBILE HOME PARK, a Cooperative, pursuant to the Master Form Proprietary Lease recorded in Official Records Book 1352, Pages 1059 through 1089, inclusive, as amended in Official Records Book 1363, Pages 601 through 608, inclusive, as amended in Official Records Book 2505, Pages 3323 through 3324, and as amended in Official Records Book 2517, Pages 2916 through 2918, inclusive, of the Public Records of Manatee County, Florida, and by the affirmative vote of not less than a majority of such Unit Owners/Members in attendance, whether in person or by proxy, at a duly called meeting of the Members of the corporation, on the 8th day of February, 2018, said meeting having been called, in part, for the below-described purpose, and at which meeting a quorum was present, adopted the following as the Second Amended and Restated Articles of Incorporation of TERRA SIESTA CO-OP, INC. :

**ARTICLE I**  
**NAME**

The name of the corporation shall be: TERRA SIESTA CO-OP, INC.

**ARTICLE II**  
**PURPOSES**

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 advance charitable purposes by the distribution of its funds for such purposes.

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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 be the entity that operates the cooperative pursuant to the terms of the Master Form Proprietary Lease recorded in Official Records Book 1352, Pages 1059 through 1089, inclusive, as amended in Official Records Book 1363, Pages 601 through 608, inclusive, as amended in Official Records Book 2505, Pages 3323 through 3324, and as amended in Official Records Book 2517, Pages 2916 through 2918, inclusive, of the Public Records of Manatee County, Florida and as the same may be further amended after the date hereof.

D. To contract, sue or be sued with respect to the exercise or nonexercise 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.

E. To institute, maintain, settle, or appeal actions or hearings in its name on behalf of all Members of the Corporation concerning matters of common interest including, but not limited to, the common property; structural components of a building or other improvement; mechanical, electrical, and plumbing elements serving the cooperative 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 and 719, Florida Statutes.

F. To make and collect assessments and to lease, maintain, and replace the common areas of the cooperative.

G. To purchase lots in the cooperative and to acquire and hold, lease, mortgage and convey them.

H. To modify or move or create any easement for ingress or egress or for the purposes of utilities if the easement constitutes part of, or crosses, the cooperative property.

### **ARTICLE III** **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 IV**  
**PERPETUAL EXISTENCE**

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

**ARTICLE V**  
**OFFICERS**

The affairs of this corporation are to be managed by a President, a Vice President, a Secretary, and a Treasurer. Such officers will be elected by the Board of Directors annually.

**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 five (5) persons. The number of Directors of the corporation shall be five (5); provided however that such number may be changed by a Bylaw duly adopted by the members.

**ARTICLE VII**  
**BYLAWS**

The power to amend or repeal the Bylaws shall be in the members, provided, however, that the affirmative vote of a majority of the members of the corporation shall be required and provided, further, that a quorum of the members shall be in attendance (including those member appearing in person and other members represented by proxy) at a duly called corporation meeting at which the vote on the proposed amendment was conducted. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with Ch. 617 and Ch. 719, Florida Statutes collectively, the "Acts", and these Articles of Incorporation.

**ARTICLE VIII**  
**AMENDMENTS**

Amendment to the Articles of Incorporation may be proposed and adopted in the manner provided by the Bylaws of the corporation. The Articles of Incorporation may contain any provisions for the regulation and management of the corporation which are consistent with the Acts.

**ARTICLE IX**  
**REGISTERED AGENT**

The Registered Agent of the corporation is Charles Howell and the street address of the registered office of the corporation is 3502 Patricia Place, Ellenton, FL 34222.

EXECUTED in the name of the Corporation by its President and its Secretary, who declare under the penalties of perjury that the facts stated herein are true.

Dated this 23 day of March, 2018

## WITNESSES:

TERRA SIESTA CO-OP, INC.  
a Florida not-for-profit corporation

#1 sign: [Signature]  
#1 print: DAVID B. WARNER

By: [Signature]  
David B. Warner, President

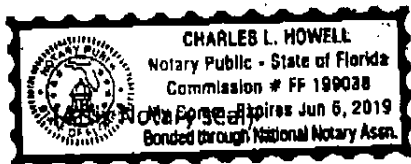
#2 sign: [Signature]  
#2 print: HELEN FRICKE

## ATTESTED TO:

By: [Signature]  
Helen Fricke, Secretary

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was sworn to, subscribed and acknowledged before me this 23 day of MARCH, 2018 by David B. Warner and Helen Fricke as President and Secretary, respectively, of TERRA SIESTA CO-OP, INC., a Florida not-for-profit corporation, on behalf of said Corporation and who acknowledged before me that the execution thereof is their free act and deed. Who are ☒ personally known to me or who ☐ have produced \_\_\_\_\_ (type of identification) as identification and who did take an oath.



[Signature]  
Notary Public  
LEE HOWELL  
(Type or Print Notary Name Here)  
199038  
Notary Commission Number  
My commission expires: 6/6/19