

768258

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Palms Mobile Homeowner's Association, Inc

DOCUMENT NUMBER: 768258

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ristie Mae Chuhaloff
(Name of Contact Person)

(Firm/ Company)

160 Richard Street
(Address)

Sebastian, FL 32958
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ristie Mae Chuhaloff at (772) 589-9872
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 3, 2008

RISTIE MAE CHUHALOFF
160 RICHARD STREET
SEBASTIAN, FL 32958

SUBJECT: THE PALMS MOBILE HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: 768258

We have received your document for THE PALMS MOBILE HOMEOWNER'S ASSOCIATION, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 608A00039704

Thankyou,

The changes you asked for have
been done. Thank you for your
assistance.

2008 JUL 14 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

**RESTATED ARTICLES OF INCORPORATION OF
THE WHISPERING PALMS MOBILE HOMEOWNERS ASSOCIATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION,
FORMERLY KNOWN AS
THE PALMS MOBILE HOMEOWNERS ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

These restated Articles of Incorporation were adopted by the Directors/ Members of the Corporation on January, 29th, 2008, at a special meeting.

Pursuant to the provisions of the Florida Mobile Home Act, the Corporation restates its Articles of Incorporation:

ARTICLE ONE:

NAME

The name of the Corporation is The Whispering Palms Mobile Homeowners Association, Inc. Prior to these restated Articles of Incorporation, the Corporation was known as The Palms Mobile Homeowners Association, Inc.

ARTICLE TWO:

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE:

PURPOSE

This Corporation shall be a Florida not-for-profit Corporation. It is formed pursuant to the Florida Mobile Home Act to provide a legal entity to represent the bona fide mobile homeowners in the mobile home park currently known as the Whispering Palms

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TALLAHASSEE, FLORIDA

Manufactured Home Community & RV Resort and formerly known as Aspen Whispering Palms, which is located in Indian River County, Florida. Further, this Corporation was formed in order to exercise the rights provided in Section 723.071 of the Florida Mobile Home Act.

ARTICLE FOUR:

DIRECTORS

There shall be seven members of the Board of Directors of the Corporation. The affairs of the Corporation are to be managed by the Directors. Such Directors shall be elected pursuant to the Florida Mobile Home Act annually by a written ballot or by "show of hands" or voting cards among the Members during the last 10 days of every February. The names and addresses of the persons who are to serve as the initial six Directors until the next election are as listed below. One additional director will be appointed by the initial Board of directors.

NAME	ADDRESS
John C. Blais	86 Mark Allen Dr., Sebastian, FL 32958
Ristie Chuhaloff	160 Richard St., Sebastian, FL 32958
Richard James	46 Alisa Dr., Sebastian, FL 32958
Jacqueline Kozmer	43 Alisa Dr., Sebastian, FL 32958
Alvin Robinson	222 Bill Allen Cir., Sebastian, FL 32958
Mary-Ellen Skove	129 Meanie Cir., Sebastian, FL 32958

ARTICLE FIVE:

OFFICERS

The administrative affairs of the Corporation are to be managed by a President, Vice President, Secretary, and Treasurer. Such officers shall be appointed annually by a written ballot among the Directors during the last 10 days of every February. The names

of the persons who are to serve as Officers until the next appointment under these restated Articles of Incorporation are:

NAME	TITLE	ADDRESS
Jacqueline Kozmer	Treasurer	43 Alisa Dr., Sebastian, FL 342958
Ristie Chuhaloff	President	160 Richard St., Sebastian, FL 32958
Alvin Robinson	Vice President	222 Bill Allen Cir., Sebastian, FL 32958
Mary-Ellen Skove	Secretary	129 Meanie Cir., Sebastian, FL 32958

ARTICLE SIX:

MEMBERS

The Corporation shall have Members and may have Associate Members. Members of the Corporation must be bona fide mobile homeowners as defined by Section 723.003(5) of the Florida Mobile Home Act. Voting privileges as to issues arising under the Florida Mobile Home Act shall be limited to those bona fide mobile homeowner Members. Associate Members need not be bona fide mobile home owners. Associate Members may attend meetings and participate in all other aspects of the Corporation but are prohibited from voting on any issue arising under the Florida Mobile Home Act.

This Corporation shall have the right to and the ability to assess dues when deemed necessary by a majority of the Board of Directors and in an amount to be determined by a majority of the Board of Directors of the Corporation. Such assessment must be approved by the Members.

ARTICLE SEVEN:

BYLAWS

The Bylaws of the Corporation are to be made, amended, altered, or rescinded by the Board of Directors and approved by a majority of the Members.

ARTICLE EIGHT:

**ADDRESS OF CORPORATION
AND REGISTERED AGENT**

The street address of the Corporation shall be: 222 Bill Allen Cir., Sebastian, FL 32958. The Registered Agent of the Corporation, at this address, shall be: Alvin Robinson. The Registered Agent hereby indicates acceptance of this designation by execution:


ALVIN ROBINSON

ARTICLE NINE:

AMENDMENTS TO THE ARTICLES

These restated Articles of Incorporation may be amended by the act of the Directors and Members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE TEN:

SUBSCRIBERS AND INCORPORATORS

The names and addresses of the subscribers of these restated Articles of Incorporation are:

NAME	ADDRESS
John C. Blais	86 Mark Allen Dr., Sebastian, FL 32958
Ristie Chuhaloff	160 Richard St., Sebastian, FL 32958
Richard James	46 Alisa Dr., Sebastian, FL 342958
Jacqueline Kozmer	43 Alisa Dr., Sebastian, FL 342958
Alvin Robinson	222 Bill Allen Cir., Sebastian, FL 32958
Mary-Ellen Skove	129 Meanie Cir., Sebastian, FL 32958

ARTICLE ELEVEN:

POWERS

Pursuant to Sections 723.071, 723.075, 723.077, 723.078, and 723.079, of the Florida Mobile Home Act, the Corporation has the following powers and obligations:

- (a) The power to contract, sue, or be sued with respect to the exercise or non-exercise of its powers.
- (b) The powers and duties as set in Sections 723.075, 723.077, 723.079, and those set forth in the Bylaws, if consistent with the Florida Mobile Home Act.
- (c) The power to make, levy, and collect assessments or membership dues.
- (d) The obligation to maintain accounting records in Indian River County, Florida, according to good accounting practices. The records shall be open to inspection by Corporation Members or their authorized representatives at reasonable times, and written summaries of such records shall be supplied at least annually to such members or their authorized representatives. The records shall include, but shall not be limited to:
 - 1. A record of all receipts and expenditures.
 - 2. An account for each Member or Associate Member, designating the name and current mailing address of the Member or Associate Member, the amount of each dues or assessment, the dates on which and amounts in which the dues or assessments come due, the amount paid upon the account, and the balance due.
- (e) The power to negotiate for, acquire, and operate the mobile home park on behalf of the mobile home owners.
- (f) The power to convert the mobile home park once acquired to a condominium, a cooperative, or a subdivision form of ownership, or another type of ownership. Upon acquisition of the property, the Association, by action of its Board of Directors, shall be the entity that creates a condominium, cooperative, or subdivision or offers condominium, cooperative, or subdivision units for sale or lease in the ordinary course of business or, if the homeowners 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.

- (g) The power to purchase lots in the park and to acquire, hold, lease, mortgage, and convey them.
- (h) The power to lease, maintain, repair, and replace the common areas upon purchase of the mobile home park.
- (i) The obligation to use its best efforts to obtain and maintain adequate insurance to protect the Corporation and the park property upon purchase of the mobile home park. A copy of each policy of insurance in effect shall be made available for inspection by home owners at reasonable times.
- (j) The power and authority, without the joinder of any home owner, to modify, move, or create any easement for ingress and egress or for the purpose of utilities if the easement constitutes part of or crosses the park property upon purchase of the mobile home park.
- (k) The power to conduct bingo games as provided in Section 849.0931, Florida Statutes.

ARTICLE TWELVE

STANDING OF ASSOCIATION TO ENFORCE MEMBER HOMEOWNER DUTIES AND OBLIGATIONS UNDER SECTION 723.023 OF THE FLORIDA MOBILE HOME ACT

Pursuant to Section 723.023 of the Florida Mobile Home Act, a mobile home owner is generally obligated to:

- (a) Comply with all obligations imposed on mobile home owners by applicable provisions of building, housing, and health codes.
- (b) Keep the mobile home lot which he or she occupies clean and sanitary.
- (c) Comply with properly promulgated park rules and regulations.
- (d) Require other persons on the premises with his or her consent to comply with properly promulgated park rules and regulations.
- (e) Require other persons on the premises with his or her consent to conduct themselves in a manner that does not unreasonably

disturb other residents of the park or constitute a breach of the peace.

Section 723.021 of the Florida Mobile Home Act imposes an obligation of good faith and fair dealings in the performance or enforcement of these duties. The Member homeowners consent to the nonexclusive standing of the Association to seek an order of a court finding that a Member homeowner has not complied with the obligations of good faith and fair dealings. Upon such a finding, the court shall award reasonable costs and attorney's fees to the prevailing party for proving the noncompliance.

ARTICLE THIRTEEN


CONSENT OF NOT LESS THAN TWO-THIRDS OF ALL BONA FIDE MOBILE HOME OWNERS TO BECOME MEMBERS OF THE CORPORATION

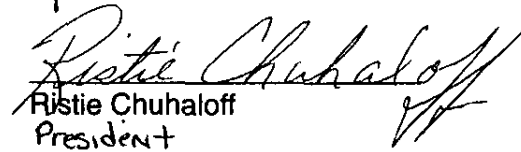
Pursuant to Section 723.075(1) of the Florida Mobile Home Act, the mobile home owners form this incorporated Association in compliance with Sections 723.075, 723.077, 723.078, and 723.079, of the Florida Mobile Home Act. Not less than two-thirds of all of the mobile home owners within the park have consented, in writing, to become Members in the Corporation. Exhibit A is adopted. Upon such consent by two-thirds of the mobile home owners, all consenting mobile home owners in the park and their successors shall become Members of the incorporated Association and shall be bound by the provisions of these restated Articles of Incorporation, the Restated Bylaws of the Corporation, and such restrictions as may be properly promulgated.

Subsequent to the restatement of these Articles of Incorporation, the Corporation shall file a notice of its right to purchase the mobile home park pursuant to Section 723.071 of the Florida Mobile Home Act. The notice shall contain the name of the Corporation (identified both in it's full corporate name and as the Chapter 723 Association),

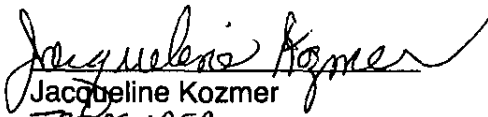
the name of the park owner, and the address of the park. The notice shall be recorded with the Clerk of the Circuit Court in Indian River County, Florida. Within 10 days of the recording, the Corporation shall provide a copy of the recorded notice to the park owner by certified mail, return receipt requested.


IN WITNESS WHEREOF, we have subscribed our names this 29th day of January, 2008.

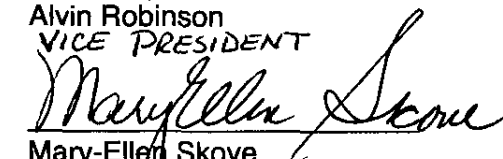

John C. Blais


Ristie Chuhaloff
President


Richard James


Jacqueline Kozmer
TREASURER


Alvin Robinson
VICE PRESIDENT


Mary-Ellen Skove
Secretary