

GS1168

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

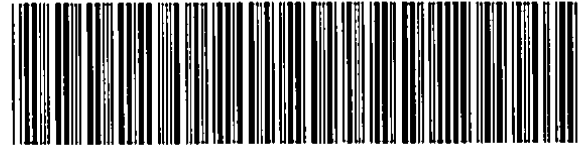
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19 AUG 14 PM 4:35  
CLERK OF STATE  
DIVISION OF CORPORATIONS

Amended & Restated  
Art.

8-15-19

Dc



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 30, 2019

JENNIFER L. HORAN, ESQUIRE  
BECKER & POLIAKOFF  
4001 TAMiami TRAIL NORTH SUITE 270  
NAPLES, FL 34103

SUBJECT: MOORHEAD MANOR MOBILE HOME PARK HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: G81168

We have received your document for MOORHEAD MANOR MOBILE HOME PARK HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

WE MUST HAVE AN ADOPTION BY THE SHAREHOLDERS OR BY THE BOARD OF DIRECTORS AND A STATEMENT THAT THE DOCUMENT DOES NOT HAVE ANY AMENDMENTS REQUIRING SHAREHOLDER APPROVAL BEFORE WE CAN FILE THE DOCUMENT. PLEASE EMAIL ME THE ADOPTION PAGE AT DARLENE.CONNELL@DOS.MYFLORIDA.COM.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 419A00015556



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 18, 2019

JENNIFER L. HORAN, ESQUIRE  
BECKER & POLIAKOFF  
4001 TAMiami TRAIL NORTH SUITE 270  
NAPLES, FL 34103

SUBJECT: MOORHEAD MANOR MOBILE HOME PARK HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: G81168

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

OUR RECORDS REFLECT THAT THIS WAS FILED AS A FOR PROFIT CORPORATION WHEN IT WAS INCORPORATED ON JANUARY 30, 1984. PLEASE PROVIDE AMENDED AND RESTATED ARTICLES FOR A PROFIT CORPORATION AS THE DOCUMENT SUBMITTED FOR FILING IS FOR A NON-PROFIT CORPORATION.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 919A00012154

2019 JUL 22 PM 2:49

RECEIVED

Jennifer L. Horan  
Shareholder  
Board Certified in Condominium and Planned  
Development Law  
Phone: (239) 552-3203 Fax: (239) 263-1633  
jhoran@beckerlawyers.com

# Becker

Becker & Poliakoff  
Northern Trust Building  
4001 Tamiami Trail N. Suite 270  
Naples, Florida 34103

July 17, 2019

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

Re: Articles of Amendment to Articles of Incorporation – Moorhead Manor Mobile Home  
Park Homeowners Association, Inc. / Document Number G81168  
Client/Matter No. M03920-087323

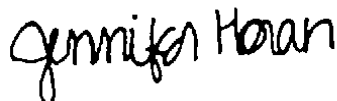
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced Association. A check for \$35.00 for the filing fee was previously provided. Please see enclosed correspondence from your office for additional information.

**Please file and return a copy to my attention.** A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



Jennifer L. Horan, Esquire  
Shareholder  
For the Firm

JLH/mb  
Enclosures (as stated)

ACTIVE: 12557891\_1

Jennifer L. Horan  
Senior Attorney  
Phone: (239) 552-3203 Fax: (239) 263-1633  
jhoran@beckerlawyers.com

# Becker

Becker & Poliakoff  
Northern Trust Building  
4001 Tamiami Trail N. Suite 270  
Naples, Florida 34103

April 8, 2019

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

Re: Articles of Amendment to Articles of Incorporation – Moorhead Manor Mobile Home  
Park Homeowners Association, Inc. / Document Number G81168  
Client/Matter No. M03920-087323

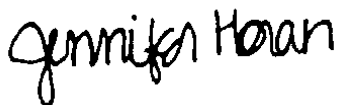
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced Association. A check for \$35.00 is also enclosed for the filing fee.

**Please file and return a copy to my attention.** A self-addressed stamped envelope is enclosed for your convenience.

Please feel free to call me should you have any questions regarding this matter.

Sincerely,



Jennifer L. Horan, Esquire  
For the Firm

JLH/mb  
Enclosures (as stated)

ACTIVE: M03920/087323 12164041\_1

**ARTICLES OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Moorhead Manor Mobile Home Park Homeowners Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership/shareholders

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 26<sup>th</sup> day of February 2019.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:  
(TWO)

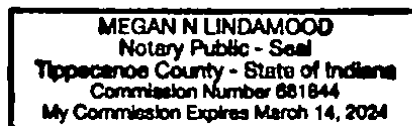
MOORHEAD MANOR MOBILE HOME PARK  
HOMEOWNERS ASSOCIATION, INC.

*[Signature]*  
Signature  
SETH CRUSSEL  
Printed Name

BY: *[Signature]*  
Mike Howe, President

Date: July 9, 2019  
(CORPORATE SEAL)

*[Signature]*  
Signature  
Wesley Cook  
Printed Name



STATE OF ~~FLORIDA~~ )  
Indiana ) SS:  
COUNTY OF ~~COLLIER~~  
Tippecanoe

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July 2019, by Mike Howe as President of Moorhead Manor Mobile Home Park Homeowners Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) driver's license as identification.

*[Signature]*  
Notary Public  
Megan Lindamood  
Printed Name

My commission expires: March 14, 2024  
ACTIVE: 12081908\_2

FILED  
CLERK OF COURT  
DIVISION OF CORPORATION  
19 AUG 14 PM 4:35

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**MOORHEAD MANOR MOBILE HOME PARK HOMEOWNERS ASSOCIATION, INC.**

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION**  
**SEE CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Moorhead Manor Mobile Home Park Homeowners Association, Inc., originally filed with the Florida Department of State the 30<sup>th</sup> day of January 1984. The document number of this Corporation is G81168. Matters of only historical interest have been omitted.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation is MOORHEAD MANOR MOBILE HOME PARK HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws." The term "Corporation" shall have the same meaning as "Association" as defined in the Cooperative Act.

**ARTICLE II**  
**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Cooperative Act (the "Act") for the operation of that certain Cooperative located in Collier County, Florida, and known as Moorhead Manor (the "Cooperative"), a for profit Cooperative Community, and to perform all acts provided in these Articles, the Bylaws, and the Florida Cooperative Act, Chapter 719, Florida Statutes, all as they may be amended from time to time. The general nature of the business that may be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own mortgage and pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services.

**ARTICLE III**  
**DEFINITIONS**

**DEFINITIONS.** The terms used in these Articles shall have the same definitions and meaning as those set forth in the Bylaws and the Act, unless herein provided to the contrary, or unless the context otherwise requires.

## **ARTICLE IV POWERS**

The Corporation shall have all of the common-law and statutory powers of a corporation for profit under the Laws of Florida and all of the powers and duties set forth in the Act and the Cooperative Documents, except as may be limited or otherwise provided by these Articles. The Corporation's powers include, but are not limited to the following:

(A) To make, collect and enforce collection of Assessments, rent and other Charges against Members as Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(B) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Cooperative.

(C) To maintain, repair, replace, reconstruct, add to, and operate the Cooperative Property and other property owned, acquired or leased by the Corporation.

(D) To purchase insurance upon the Cooperative Property and insurance for the protection of the Corporation, its Officers, Directors, Committee Members, and Members as Owners.

(E) To make and amend reasonable Rules and Regulations for the maintenance, conservation and use of the Cooperative Property and for the recreation, comfort, and welfare of the Owners, and the administration of the Corporation.

(F) To enforce by legal means the provisions of the Act, other applicable laws, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Corporation.

(G) To contract for the management of the Cooperative and any facilities used by the Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Corporation except those which require specific approval of the Board of Directors or the membership of the Corporation.

(H) To make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income, including but not limited to Assessments.

(I) To enter into, perform and carry out contracts of any kind and to undertake and perform any other acts necessary to, or in connection with, or incidental to the accomplishment of any purpose of the Corporation.



## **ARTICLE V MEMBERS**

The stock in this Corporation shall be issued as "Membership (Share) Certificates" or "Shares" on a no par basis. Membership (Share) Certificates shall be issued to members, who shall generally be referenced in the Cooperative Documents as "Owners." In addition, the Corporation may make such additional contracts, leases or agreements with Owners as the Bylaws require or as the Board of Directors may deem appropriate.

The initial consideration for membership shall be in such amounts as may be determined by the Board of Directors. The Corporation is authorized to issue 154 Membership (Share) Certificates each of which corresponding to a Lot in the Park. Any natural person approved by the Board of Directors shall be eligible for membership. The qualifications for and manner of admission to membership in the Corporation shall be set forth in the Bylaws.

Membership shall terminate automatically and immediately as a member's vested interest in the Membership Certificate terminates, except that upon termination of the entire Cooperative, the membership shall consist of those who were members at the time of termination.

After the Corporation approves of a conveyance of a Membership (Share) Certificate as provided in the Bylaws, the change of membership in the Corporation shall be evidenced in the Corporation records by the Secretary.

The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

## **ARTICLE VI VOTING RIGHTS**

The Owner or Owners of each Membership (Share) Certificate shall be entitled to one vote for each Certificate owned at Corporation meetings. There shall be one Voting Interest allocated to each Membership (Share) Certificate.

## **ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT**

The name of the current registered office of the Corporation is Guardian Property Management, 6704 Lone Oak Boulevard, Naples Florida 34109. The Board may change the registered office and registered agent from time to time as permitted by law.

## **ARTICLE VIII EXISTENCE**

**TERM OF EXISTENCE:** The term for which this Corporation is to exist shall be perpetual, unless dissolved according to law.

## **ARTICLE IX BOARD OF DIRECTORS**

**OFFICERS AND DIRECTORS:** The affairs of this Corporation shall be managed by a governing board called the Board of Directors, who shall be elected and serve in accordance with the Bylaws. The Officers shall be elected by the Board of Directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The property, business and affairs of the Corporation shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than five (5) Directors.

## **ARTICLE X BYLAWS**

**BY-LAWS:** The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

## **ARTICLE XI AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation. Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered.
- (B) An amendment may be proposed either by the Board of Directors or by not less than thirty (30%) percent of the Voting Interests.
- (C) Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the entire eligible Voting Interests of the Corporation, in person or by proxy, at a duly noticed meeting at which a quorum is present, or by the written agreement of a majority of the Voting Interests, or any combination of both. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Corporation, upon Board approval, without need for Corporation membership vote.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.
- (E) These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Bylaws. Whenever the Act or other applicable statutes or administrative regulations are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate

the Corporation pursuant to the less stringent requirements. The Board of Directors, without a vote of the Owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607 and the Act, or such other statutes or administrative regulations as required for the operation of the Corporation, all as amended from time to time.

## **ARTICLE XII CORPORATION OFFICERS**

The business of this corporation shall be conducted by the President, Vice-President, Secretary and Treasurer, and Board of Directors. The Board of Directors shall be elected at each annual meeting in the manner set forth in the Bylaws.

Indemnification of Officers and Directors shall be addressed in the Corporation's Bylaws.

ACTIVE: 10562887\_1