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CUSTOMER: Ms. Beth Prinz  
Warner Fox Seeley & Dungey  
1100 South Federal Highway  
P. O. Drawer 6  
Stuart, FL 34994

DOMESTIC AMENDMENT FILING

NAME: LAKESIDE VILLAGE MOBILE HOME  
PARK HOMEOWNERS' ASSOCIATION,  
INC.

EFFECTIVE DATE:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

*AMV*  
*10/9*  
*[Signature]*

AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
LAKESIDE VILLAGE MOBILE HOME PARK HOMEOWNERS' ASSOCIATION, INC.

1. The Articles of Incorporation of LAKESIDE VILLAGE MOBILE HOME PARK HOMEOWNERS' ASSOCIATION, INC., are amended and restated to read as follows:

ARTICLES OF INCORPORATION  
OF  
LAKESIDE VILLAGE MOBILE HOME PARK HOMEOWNERS'  
ASSOCIATION, INC.

The undersigned, desiring to form a corporation in accordance with the laws of the State of Florida, in compliance with the requirements of Chapters 607 and 719, Florida Statutes, does hereby certify the following:

ARTICLE I  
NAME

The name of this corporation is LAKESIDE VILLAGE MOBILE HOME PARK HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, hereafter called the "Association".

ARTICLE II  
OFFICE

The principal office and mailing address of this Association, which office and/or mailing address may be changed from time to time by action of the Board of Directors, shall be located at:

11000 S.E. Federal Highway  
Lot 7  
Hobe Sound, Florida 33455

ARTICLE III  
REGISTERED OFFICE AND AGENT

The name of the Association's registered agent and street address of the office of the initial registered agent shall be:

Carol Durgin  
21 Lakeside Village  
11000 S.E. Federal Highway  
Hobe Sound, Florida 33455

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TALLAHASSEE, FLORIDA

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or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith.

The Association shall have the power to transact any or all lawful business for which corporations may be incorporated under Chapters 607 and 617, Florida Statutes. In addition, the Association shall also have all the following powers:

1. Exercise all of the powers and privileges specified in Chapter 607, Florida Statutes;

2. Promote the health, safety and general welfare of the residents of the mobile home park;

3. Fix, levy, collect and enforce payment by any lawful means all charges or assessments, if any, relating to ownership of the mobile home park, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

4. Acquire, either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of this Association;

5. Borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. Dedicate, sell or transfer in fee simple all or any part of this Association's property to any public bodies or governmental agencies or authorities or public or private utility companies;

7. Grant easements as to any Common Areas to public and private utility companies and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the property owned by the Association and the providing of utility, drainage and other services thereto;

8. Participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the Members entitled to vote;

9. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the property owned by the Association;

10. Contract for the maintenance and management of the property owned by the Association and authorize a management agent to assist the Association in carrying out its powers and duties and employ personnel

14. Reconstruct improvements after casualty and further improve the property owned by the Association.

ARTICLE V  
MEMBERSHIP

1. This corporation shall issue Stock Certificates. One hundred six (106) Stock Certificates are authorized to be issued.

2. Every person or entity who has entered into an occupancy agreement with the Association for a lot/unit in the mobile home park and who has purchased a Stock Certificate in the Association as specifically provided for in the Bylaws, shall be a Member of this Association. The foregoing is not intended to include persons or entities who hold an interest in a Stock Certificate merely as security for the performance of an obligation. Ownership of a Stock Certificate and an occupancy agreement, as referred to above, shall be the sole qualifications for membership. When any such occupancy agreement is owned of record by two or more persons or other legal entity and such persons also own a Stock Certificate, all such persons or entities shall be Members. An occupant of more than one mobile home lot/unit shall be entitled to one membership for each such lot/unit occupied by him. Membership shall be appurtenant to and may not be separated from the occupancy agreement and Stock Certificate and may be transferred by the conveyance or other transfer of that occupancy agreement and Stock Certificate pursuant to and as determined by the Bylaws of the Association.

3. Change of membership in the Association shall be established by the issuance of a Stock Certificate in the Association to such occupancy agreement. The actual Stock Certificate is an essential instrument to a transfer. In order for a transfer to be valid, the transferring Member must produce the Stock Certificate (or post bond if the Stock Certificate is lost or destroyed) and have it transferred on the books of the Corporation. The owner of such Stock Certificate thus becomes a Member of the Association and the membership of the prior owner is terminated.

4. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his occupancy agreement and Stock Certificate.

5. The owner of each Stock Certificate shall be entitled to one vote as a Member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VI  
BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board consisting of the number of

the current Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ruth Poynton	11000 S.E. Federal Highway Hobe Sound, Florida 33455
Genevieve Gazzola	11000 S.E. Federal Highway Hobe Sound, Florida 33455
Edgar Fulton	11000 S.E. Federal Highway Hobe Sound, Florida 33455
Bruce Renton	11000 S.E. Federal Highway Hobe Sound, Florida 33455
John Bodnar	11000 S.E. Federal Highway Hobe Sound, Florida 33455
Virginia Coppa	11000 S.E. Federal Highway Hobe Sound, Florida 33455

#### ARTICLE VII OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, unless they sooner die, resign or are removed, are as follows:

<u>NAME/OFFICE</u>	<u>ADDRESS</u>
Ruth Poynton President	11000 S.E. Federal Highway Hobe Sound, Florida 33455
Genevieve Gazzola Secretary	11000 S.E. Federal Highway Hobe Sound, Florida 33455
Edgar Fulton Treasurer	11000 S.E. Federal Highway Hobe Sound, Florida 33455

#### ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ruth Poynton  
11000 S.E. Federal Highway  
Hobe Sound, Florida 33455

Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any Member or other private individual.

ARTICLE X  
DURATION

This Association shall have perpetual existence, effective upon filing these Articles of Incorporation.

ARTICLE XI  
BYLAWS

The Bylaws of this Association shall be initially adopted by a majority of the Board of Directors. Thereafter, the Bylaws, shall be altered, amended, or rescinded by a majority of all Members entitled to vote at any regular or special meeting of the membership duly called and convened.

ARTICLE XII  
AMENDMENT

Any amendment to these Articles shall require the assent of a majority of all Members entitled to vote at any regular or special meeting of the membership duly called and convened. If there are no Members, any amendment to these Articles shall require the assent of a majority of the Board of Directors.

ARTICLE XIII  
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or officer may be entitled.

ARTICLE XIV  
NON PROFIT STATUS

No part of the earnings of the Association shall

shareholders/  
members.

3. The number of votes cast for Amendment by  
shareholders/  
the members was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president and  
secretary of this corporation have executed these  
Articles of Amendment on this 3rd day of JANUARY  
1997.

Genevieve Szajda  
Secretary

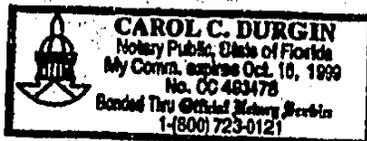
Ruth E. Poynton  
President

STATE OF FLORIDA  
COUNTY OF MARTIN

Before me, a notary public authorized to take  
acknowledgments in the State and county set forth  
above, personally appeared Ruth E. Poynton and  
Genevieve Szajda known to me to be the persons who  
executed the foregoing articles of amendment, and they  
acknowledged before me that they executed those  
articles of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed my official seal, in the state and county  
aforesaid, this 3rd day of JANUARY, 1997.

(NOTARY SEAL)



Carol C. Durgin  
Notary Public  
STATE OF FLORIDA AT LARGE  
My Commission Expires:  
10/16/99