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FLORIDA NON-PROFIT CORPORATION

SANDPIPER CO-OP, INC.

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ARTICLES OF INCORPORATION
OF
SANDPIPER CO-OP, INC.

The undersigned, desiring to form a corporation not for profit in accordance with the laws of the State of Florida, in compliance with the requirements of Chapters 617 and 719, Florida Statutes, does hereby certify the following:

ARTICLE I
NAME

The name of this corporation is SANDPIPER CO-OP, INC., a Florida not-for-profit corporation, hereafter called the "Association".

ARTICLE II
OFFICE

The initial 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:

1412 Azalea Drive
Leesburg, FL 34788

ARTICLE III
REGISTERED OFFICE AND AGENT

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

DAVID S. BERNSTEIN, ESQ.
150 Second Avenue North, 17th Floor
St. Petersburg, FL 33701

Prepared By:

David S. Bernstein, Esq., FL Bar #454400
Ruden, McClosky, Smith, Schuster & Russell, P.A.
150 Second Avenue North, 17th Floor
St. Petersburg, Florida 33701
(727) 895-1971

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ARTICLE IV
PURPOSE AND POWERS

The general purpose for which the Association is organized is to engage in, conduct and carry on the business of operation of a mobile home owners association.

The Association has the power to negotiate for, acquire and operate the mobile home park on behalf of the mobile 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. Upon completing the purchase of a mobile home park, the Association shall convert the same to a condominium, cooperative or other type of ownership.

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 Sections 617.0302 and 617.0303, 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, rents, maintenance fees, membership fees and liens, 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;

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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 necessary to fulfill the Association's duties;

11. Use the proceeds of assessments in the exercise of its powers and duties;

12. Maintain, repair, replace and operate the property owned by the Association;

13. Purchase insurance upon the property owned by the Association and insurance for the protection of the Association;

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

ARTICLE V

MEMBERSHIP

1. This corporation shall be organized on a non-stock basis and shall issue Membership Certificates instead of shares of stock. One Hundred Eighty Four (184) Membership 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 Membership 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 Membership Certificate merely as security for the performance of an obligation. Ownership of a Membership Certificate and an

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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 Membership Certificate, all such persons or entities shall be Members. An occupant of more than one mobile home lot 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 Membership Certificate and may be transferred by the conveyance or other transfer of that occupancy agreement and Membership 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 Membership Certificate in the Association to such occupancy agreement. The actual Membership Certificate is an essential instrument to a transfer. In order for a transfer to be valid, the transferring Member must produce the Membership Certificate (or post bond if the Membership Certificate is lost or destroyed) and have it transferred on the books of the Corporation. The Association, at its sole discretion, may accept an affidavit from the Member, properly witnessed and notarized, to the effect that after diligent search the Member is unable to locate the Membership Certificate and that there are no existing liens or encumbrances on the Certificate. The owner of such Membership 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 Membership Certificate.

5. The owner of each Membership 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 will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than five (5) directors, and in the absence of such determination shall consist of five (5) directors. All directors shall be members of the Association.

2. Directors of the Association, other than the initial directors, shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

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3. The names and addresses of the Members of the first 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>
BRUCE A. SHERWOOD	606 Sandpiper Drive Leesburg, FL 34788
STEVE SHIFLET	1406 Azalea Drive Leesburg, FL 34788
CARL SPROATT	103 Lake Shore Circle Leesburg, FL 34788
SHIRLEY WOLF	404 Oak Drive Leesburg, FL 34788
TWILA WHITAKER	911 Quail Drive Leesburg, FL 34788
CALVIN CAMPBELL	234 N. Lake Shore Drive Leesburg, FL 34788
BOB KILSDONK	712 Flamingo Drive Leesburg, FL 34788
JOHN LEIFHEIT	602 Sandpiper Drive Leesburg, FL 34788
GLENN TIPTON	607 Sandpiper Drive Leesburg, FL 34788
FRED VOLK	604 Sandpiper Drive Leesburg, FL 34788

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.

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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>
BRUCE A. SHERWOOD President	606 Sandpiper Drive Leesburg, FL 34788
STEVE SHIFLET Vice President	1406 Azalea Drive Leesburg, FL 34788
CARL SPROAT Treasurer	103 Lake Shore Circle Leesburg, FL 34788
SHIRLEY WOLF Secretary	404 Oak Drive Leesburg, FL 34788
TWILA WHITAKER Assistant Secretary	911 Quail Drive Leesburg, FL 34788

ARTICLE VIII
INCORPORATOR

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

DAVID S. BERNSTEIN, ESQ.
150 Second Avenue North
17th Floor
St. Petersburg, Florida 33701

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ARTICLE IX
DISSOLUTION

This Association may be dissolved with the assent of not less than two-thirds (2/3) of the votes of the Members entitled to vote. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be either: (a) dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created (in which event, if 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); or (b) distributed to the Members under to a plan of distribution created pursuant to Chapter 617, Florida Statutes; or (c) as otherwise permitted by law.

ARTICLE X
DURATION

This Association shall have perpetual existence 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.

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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.

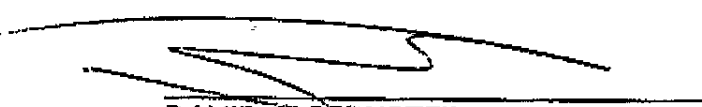
ARTICLE XIV
NON PROFIT STATUS

No part of the earnings of the Association shall inure to the benefit of any individual or Member. The Association shall not carry on propaganda or otherwise act to influence legislation.

ARTICLE XV
INFORMAL MEMBER ACTION

The holders of not less than a majority of the issued and outstanding Membership Certificates of the Association may act by written agreement without a meeting, as provided in Florida Statutes 617.0701 and the Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of the Association, has executed these Articles of Incorporation this 21st day of July, 2000.


DAVID S. BERNSTEIN

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STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared DAVID S. BERNSTEIN, personally known to me, and who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of SANDPIPER CO-OP, INC., a Florida not-for-profit corporation, as incorporator of said corporation, for the purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires:



Joanne M. Donoghue
Commission # CC 754843
Expires August 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Joanne M. Donoghue
JOANNE M. DONOGHUE
NOTARY PUBLIC

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SECRET
TALLAHASSEE, FLORIDA

ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to Section 607.0501, Florida Statutes, I hereby accept to act as registered agent of SANDPIPER CO-OP, INC., and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

A handwritten signature of David S. Bernstein, consisting of a stylized, cursive script.

DAVID S. BERNSTEIN
Registered Agent