

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000283094 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL P.A. (ST. PETE)
Account Number : 076077001601
Phone : (727) 502-8200
Fax Number : (727) 502-8282
ATTN: SUE SHERMAN

FLORIDA NON-PROFIT CORPORATION

RANCHERO VILLAGE CO-OP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	11
Estimated Charge	\$87.50

05 DEC 12 AM 11:22

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

FAX AUDIT NUMBER: (((H05000283094 3)))

ARTICLES OF INCORPORATION
OF
RANCHERO VILLAGE 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 RANCHERO VILLAGE CO-OP, INC., a Florida not-for-profit corporation, hereafter called the "Corporation."

ARTICLE II
OFFICE

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

7100 Ulmerton Road
Largo, Florida 33771

ARTICLE III
REGISTERED OFFICE AND AGENT

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

MARTIN T. POZGAY
One Treasure Lane
Treasure Island, FL 33708

STP:587296:1

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

FAX AUDIT NUMBER: (((H05000283094 3)))

FILED
05 DEC 12 AM 11:22
CLERK OF DISTRICT COURT
JULIA A. LAMARCA
STATE OF FLORIDA

FAX AUDIT NUMBER: (((H05000283094 3)))

ARTICLE IV
PURPOSE AND POWERS

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

The Corporation has the power to own, manage and maintain the cooperative mobile home park on behalf of the Members in compliance with the powers and duties set forth in Chapter 719, Florida Statutes, and tenants pursuant to Chapter 723, Florida Statutes; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith.

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

1. Exercise all of the powers and privileges specified in Chapter 719, Chapter 723, and 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 Corporation, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Corporation;
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 Corporation;
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 Corporation'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 Corporation and the providing of utility, drainage and other services thereto;

FAX AUDIT NUMBER: (((H05000283094 3)))

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 Corporation;

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

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

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

ARTICLE V LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, so long as any portion of the Loan (hereinafter defined) remains outstanding, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

1. engage in any business or activity other than those permitted hereby or own any assets other than those related to the Property;

2. do any act which would make it impossible to carry on the ordinary business of the Corporation, except as otherwise provided in these Articles;

3. borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Corporation's property; except, however, the Corporation is hereby authorized to secure financing (the "Loan") for the Corporation from Union Capital Investments, LLC in such amount and on such terms as the signing officer of the Corporation may elect, and to grant a mortgage, deed of trust, lien or liens on the Corporation's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;

4. dissolve or liquidate, in whole or in part;

STP:587296:1

FAX AUDIT NUMBER: (((H05000283094 3)))

5. ~~sell or lease or otherwise dispose of all or substantially all of the assets of the Corporation except in a manner, if any, consistent with the requirements of the documents evidencing the Loan;~~

6. ~~institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;~~

7. ~~amend the Articles of Incorporation or the Bylaws of the Corporation; or~~

8. ~~consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity.~~

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, ~~take any action set forth in items (i) through (v) or items (vii) or (viii) above.~~

ARTICLE VI TITLE TO CORPORATE PROPERTY

All property owned by the Corporation shall be owned by the Corporation as an entity and, insofar as permitted by applicable law, no shareholder or officer shall have any ownership interest in any corporate property in its individual name or right and, each share or other ownership interest in the Corporation shall be personal property for all purposes.

ARTICLE VII SEPARATENESS PROVISIONS

The Corporation shall:

1. ~~maintain books and records and bank accounts separate from those of any other person;~~

2. ~~maintain its assets in its own name and in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;~~

3. ~~hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;~~

FAX AUDIT NUMBER: (((H05000283094 3)))

4. hold regular Board of Director and stockholder member meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

5. prepare separate tax returns and financial statements and not permit its assets to be listed as assets on the financial statements of any other entity, or if part of a consolidated group, then it will be shown as a separate member of such group;

6. allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

7. transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements, the terms of which are *intrinsically fair, commercially reasonable* and are no less favorable than would be obtained in a comparable transaction with an unrelated third party;

8. conduct business in its own name, and use separate stationery, invoices and checks;

9. not commingle its assets or funds with those of any other person;

10. neither make any loans or advances to any person or entity nor hold evidence of indebtedness issued by any person or entity;

11. not assume, guaranty or pay the debts or obligations of any other person or hold out its credit as being available to satisfy the obligations of others;

12. timely pay all of its tax obligations;

13. pay its own liabilities only out of its own funds;

14. pay the salaries of its own employees, if any, and maintain a sufficient number of employees in light of the contemplated business operations;

15. correct any known misunderstanding regarding its separate identity;

16. not acquire any securities or obligations of its officers, shareholders or any affiliate;

17. cause the officers and other representatives of the Corporation to act at all times with respect to the Corporation consistent and in furtherance of the foregoing and in the best interests of the Corporation while simultaneously considering the interests of its creditors;

18. maintain adequate capital in light of the Corporation's contemplated business purpose, transactions and liabilities;

FAX AUDIT NUMBER: (((H05000283094 3)))

19. remain solvent and pay all of its debts and liabilities from its assets as they become due; and

20. not identify any of its shareholders or any affiliate thereof as a division or part of the Corporation, and will not identify itself as a division or part of any other entity.

ARTICLE VIII SUBORDINATION OF INDEMNITIES

All indemnification obligations of the Corporation are fully subordinated to any obligations relative to the Loan or respecting the Property and such indemnification obligations shall in no event constitute a claim against the Corporation if cash flow in excess of amounts necessary to pay obligations under the Loan is insufficient to pay such indemnification obligations.

ARTICLE IX MEMBERSHIP

1. The Corporation shall be organized on a nonstock basis and shall issue membership certificates ("Membership Certificates") instead of shares of stock. Nine hundred forty-six (946) Membership Certificates are authorized to be issued.

2. Every person or entity who has met the qualifications of the Cooperative and has entered into an occupancy agreement ("Occupancy Agreement") with the Corporation for a lot/unit in the mobile home park ("Unit") and who has purchased a Membership Certificate in the Corporation as specifically provided for in the Bylaws shall be a member ("Member") of this Corporation. 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 Occupancy Agreement, as referred to above, shall be the sole qualifications for membership. When any such Occupancy Agreement is owned of record by two (2) or more persons or other legal entity and such persons also own a Membership Certificate, all such persons or entities shall be considered collectively as a sole Member and shall be entitled to only one (1) collective vote. An occupant of more than one (1) Unit shall be entitled to one (1) membership for each Unit and shall be entitled to only one (1) vote for each membership. Membership shall be appurtenant to and may not be separated from the Occupancy Agreement and Membership Certificate and may be transferred only by the conveyance or other transfer of that Occupancy Agreement and Membership Certificate pursuant to and as determined by the Bylaws.

3. Change of membership in the Corporation shall be established by the issuance of a new Membership Certificate in the Corporation and the issuance of a new or transfer of an existing 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.

FAX AUDIT NUMBER: (((H05000283094 3)))

The Corporation, 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 Corporation and the membership of the prior owner is terminated.

4. The membership of a Member, and the interest of a Member in the funds and assets of the Corporation, 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 (1) vote as a Member of the Corporation. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

ARTICLE X **BOARD OF DIRECTORS**

1. The affairs of the Corporation will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than nine (9) directors, and in the absence of such determination shall consist of nine (9) directors. All directors shall be Members of the Corporation.

2. Directors of the Corporation, 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.

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>
NELSON GUENTHER	7100 Ulmerton Road, Lot 634 Largo, Florida 33771
DOROTHEA MONTANTE	7100 Ulmerton Road, Lot 2076 Largo, Florida 33771
JOAN MURRAY	7100 Ulmerton Road, Lot 2055 Largo, Florida 33771
KEITH DOOLEY	7100 Ulmerton Road, Lot 2048 Largo, Florida 33771

FAX AUDIT NUMBER: (((H05000283094 3)))

<u>NAME</u>	<u>ADDRESS</u>
VERONICA FONTEYNE	7100 Ulmerton Road, Lot 632 Largo, Florida 33771
MARVIN KAUFMANN	7100 Ulmerton Road, Lot 2163 Largo, Florida 33771
ANN KEITH KURTIS	7100 Ulmerton Road, Lot 809 Largo, Florida 33771
MIMI MUSIL	7100 Ulmerton Road, Lot 177 Largo, Florida 33771
REED YEASTED	7100 Ulmerton Road, Lot 1207 Largo, Florida 33771

ARTICLE XI
OFFICERS

The affairs of the Corporation 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 Corporation 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>
NELSON GUENTHER President	7100 Ulmerton Road, Lot 634 Largo, Florida 33771
DOROTHEA MONTANTE Secretary	7100 Ulmerton Road, Lot 2076 Largo, Florida 33771
JOAN MURRAY Treasurer	7100 Ulmerton Road, Lot 2065 Largo, Florida 33771

ARTICLE XII
INCORPORATOR

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

FAX AUDIT NUMBER: (((H05000283094 3)))

DAVID S. BERNSTEIN, ESQ.
RUDEN, McCLOSKEY, et al., P.A.
150 Second Avenue North, 17th Floor
St. Petersburg, Florida 33701

ARTICLE XIII
DISSOLUTION

This Corporation may only be dissolved with the written consent of not less than two-thirds (2/3) of the votes of the Members entitled to vote. Upon dissolution of this Corporation, other than incident to a merger or consolidation, the assets of this Corporation shall be either: (a) dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation 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 under to Chapter 617, Florida Statutes; or (c) as otherwise permitted by law.

ARTICLE XIV
DURATION

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

ARTICLE XV
BYLAWS

The Bylaws of this Corporation shall be initially adopted by a majority of the Board of Directors. Thereafter, the Bylaws may 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 XVI
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.

FAX AUDIT NUMBER: (((H05000283094 3)))

**ARTICLE XVII
INDEMNIFICATION**

Every Director and every officer of the Corporation shall be indemnified by the Corporation 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 Corporation, 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 Corporation, and in the event a Director or Officer admits that he is, or is adjudged, guilty of willful misfeasance, or malfeasance in performance of his duties, the indemnification provisions of this Article shall not apply. 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.

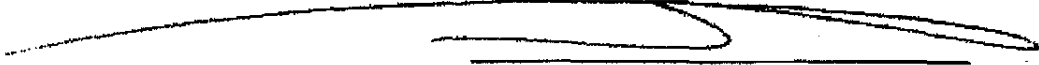
**ARTICLE XVIII
NON PROFIT STATUS**

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

**ARTICLE XIX
INFORMAL MEMBER ACTION**

The holders of not less than a majority of the issued and outstanding Membership Certificates of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes, Section 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 Corporation, has executed these Articles of Incorporation this 12th day of December, 2005.



DAVID S. BERNSTEIN

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,

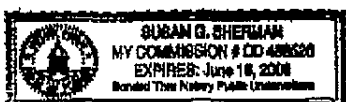
STP:587296:1

FAX AUDIT NUMBER: (((H05000283094 3)))

and who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of RANCHERO VILLAGE 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:




Print Name: SUSAN G. SHERMAN
NOTARY PUBLIC

ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to Section 617.0501, Florida Statutes, I hereby accept to act as registered agent of RANCHERO VILLAGE 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.


MARTIN T. POZGAY
Registered Agent

FILED
05 DEC 12 AM 11:22
SECONDARY OF STATE
TALLAHASSEE, FLORIDA