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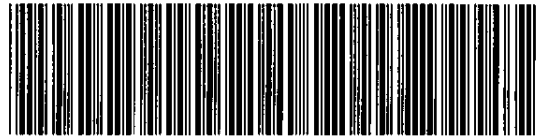
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*Amended And  
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**Roberts** MAR 23 2009

# ABEL | BAND<sup>®</sup>

ATTORNEYS AND COUNSELORS AT LAW

Mailing Address: P.O. Box 49948, Sarasota, FL 34230-6948

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Sarasota, FL 34236  
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Please refer to our file number: 17039-1

March 18, 2009

**BY FEDERAL EXPRESS**

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

Re: ***Ocean Breeze Park Homeowners' Association, Inc.***

To Whom It May Concern:

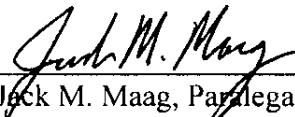
Enclosed please find an original and duplicate Amended and Restated Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$43.75 to cover the following:

Filing of the Amended and Restated Articles	\$ 35.00
Certified copy of the Amended and Restated Articles	8.75

Please return the certified copy of the Articles to the undersigned in the enclosed envelope.

Very truly yours,

ABEL BAND, CHARTERED

  
\_\_\_\_\_  
Jack M. Maag, Paralegal

JMM  
Enclosures

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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
OCEAN BREEZE PARK HOMEOWNERS' ASSOCIATION, INC.**

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for OCEAN BREEZE PARK HOMEOWNERS' ASSOCIATION, INC., a not-for-profit corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on March 29, 2007 have been duly adopted by the Board of Directors this 9th day of March, 2009 without member approval nor is member approval required. Any amendments included herein have been adopted pursuant to Florida Statutes Sections 617.1007(4) and 723.078(5), and there is no discrepancy between the Corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

**ARTICLE 1. NAME**

The name and address of the corporation shall be OCEAN BREEZE PARK HOMEOWNERS' ASSOCIATION, INC., 3000 NE Indian River Drive, Jensen Beach, Florida 34957.

**ARTICLE 2. DURATION**

The date of commencement of corporation existence shall be the date the Articles were filed with the Department of State and the period of duration of the corporation shall be perpetual.

### **ARTICLE 3. 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 mobile home owners association pursuant to F.S. Chapter 723; the Corporation 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; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the Corporation shall have all the powers specified in Section 617.021, Florida Statutes. Upon completing the purchase of the manufactured home community, it shall convert the same to a condominium, cooperative or other type of ownership; whereupon the Corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative, or other type of resident-owned mobile home community. Additionally, the Corporation reserves the right to acquire additional lands; whereupon the Corporation shall have all the powers necessary and/or convenient for the operation and management of such property.

### **ARTICLE 4. MEMBERSHIP**

Membership in this corporation shall be limited to lessees of OCEAN BREEZE PARK manufactured home community who have purchased membership or subscribed to purchase a certificate in the Corporation. Upon the transfer of a membership certificate, either voluntarily, or by operation of law, the transferee shall become a member of the Corporation if all the requirements for membership have been met.

## **ARTICLE 5. REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 240 S. Pineapple Avenue, Sarasota, Florida 34236; and the name of the registered agent of the corporation at such address is WILLIAM R. KORP.

## **ARTICLE 6. DIRECTORS**

The Board of Directors shall consist of not less than five (5) nor more than nine (9) members who are elected at the annual members' meeting by a plurality of votes cast. The names and address of the persons who are currently serving as directors until their successors are elected and qualified, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
Phil Guay, President	10 River Place, Jensen Beach, FL 34957
James Walker	10 Vista Drive, Jensen Beach, FL 34957
Gail Myers	3 Pepper Drive, Jensen Beach, FL 34957
Duane Knickerbocker	1 Lil Bit Lane, Jensen Beach, FL 34957
Harry Bartlett	11 Vista Drive, Jensen Beach, FL 34957

## **ARTICLE 7. INCORPORATOR**

The names and addresses of the original incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Ann Willingham	7 Vista Drive, Jensen Beach, Florida 34957

**ARTICLE 8. PROVISIONS FOR THE REGULATION  
OF THE BUSINESS AND FOR THE CONDUCT  
OF THE AFFAIRS OF THE CORPORATION**

8.1 Meetings of Members and Directors. Meeting of the members and directors of the Corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the directors.

8.2 Bylaws. Subsequent to the adoption of the Amended and Restated Bylaws by the Board of Directors as authorized by F.S. 723.078(5), the power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of two-thirds (2/3) of a quorum of the members shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Acts and these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the corporation, have executed these Amended and Restated Articles of Incorporation and certify the truth of the facts herein stated this 9th day of March, 2009.

OCEAN BREEZE PARK HOMEOWNERS'  
ASSOCIATION, INC.

By:   
Phil Guay, President

By:   
Gail Myers, Secretary

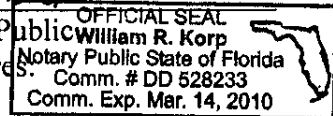
STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this <sup>17</sup>/<sub>11</sub>th day of March, 2009, by Phil Guay and Gail Myers, as authorized by the Board of Directors of the corporation on behalf of said corporation and who acknowledged before me that the execution thereof is their free act and deed. They (notary choose one) ☒ are personally known to me or [ ] have produced \_\_\_\_\_ as identification.

  
Notary Public

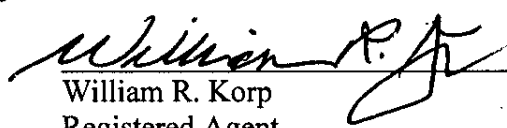
WILLIAM R. Korp  
Print Name of Notary Public

My Commission Expires



**ACCEPTANCE OF REGISTERED AGENT**

I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.

  
William R. Korp  
Registered Agent