

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

RAILS END CO-OP, INC.

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ARTICLES OF INCORPORATION
OF
RAILS END 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 817 and 719, Florida Statutes, does hereby certify the following:

ARTICLE I
NAME

The name of this corporation is RAILS END 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:

7250 E. State Road 44
Wildwood, Florida 34785

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, FLORIDA 33708

BTP:739075:1

Prepared By:
David S. Bernstein, Esq., FL Bar #454400
Ruden, McClosky, Smith, Schuster & Russell, P.A.
160 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 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 and a recreational vehicle rental 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 and the recreational vehicle 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 the recreational vehicle 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,

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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;

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 MEMBERSHIP

1. The Corporation shall be organized on a nonstock basis and shall issue membership certificates ("Membership Certificates") instead of shares of stock. One hundred three (103) Membership Certificates are authorized to be issued. These shares are appurtenant to all mobile home and recreational vehicle sites located on the real property owned by the Cooperative, which total one hundred three (103) sites.

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

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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. 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 VI 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 five (5) directors, and in the absence of such determination shall consist of seven (7) 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.

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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>
ROBERT BROCK	7250 E. State Road 44, Lot 24 Wildwood, Florida 34785
HOWARD DUMARS	7250 E. State Road 44, Lot 3 Wildwood, Florida 34785
SUSAN GRADDY	7250 E. State Road 44, Lot 8W Wildwood, Florida 34785
JERRY SCHANEN	7250 E. State Road 44, Lot 7W Wildwood, Florida 34785
HAZEL WHITE	7250 E. State Road 44, Lot 20 Wildwood, Florida 34785
WALTER A. GERDY	7250 E. State Road 44, Lot 25 Wildwood, Florida 34785
HOLLIS BUFFINGTON	7250 E. State Road 44, Lot 4 Wildwood, Florida 34785

ARTICLE VII
OFFICERS

The affairs of the Corporation shall be administered by the officers designated by the Bylaws. Except for the initial officers, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Corporation (each election year) 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:

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<u>NAME/OFFICE</u>	<u>ADDRESS</u>
ROBERT BROCK, President	7250 E. State Road 44, Lot 24 Wildwood, Florida 34785
HOWARD DUMARS, Vice President	7250 E. State Road 44, Lot 3 Wildwood, Florida 34785
SUSAN GRADDY, Secretary	7250 E. State Road 44, Lot 8W Wildwood, Florida 34785
JERRY SCHANEN, Treasurer	7250 E. State Road 44, Lot 7W Wildwood, Florida 34785

ARTICLE VIII
INCORPORATOR

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

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

ARTICLE IX
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 distributed either: (a) to the Members pursuant to a plan of distribution created pursuant to Chapter 617, Florida Statutes; or (b) as otherwise permitted by law.

ARTICLE X
DURATION

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

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ARTICLE XI
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 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. Notwithstanding the foregoing, any amendment to these Articles required by the Florida Department of Business and Professional Regulation or required by any amendment to the Florida Statutes, shall not require approval of the Members.

ARTICLE XIII
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.

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ARTICLE XIV
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 XV
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 14th day of April, 2007.


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

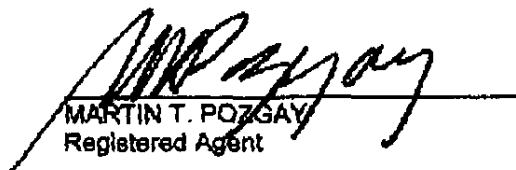
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ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to Section 617.0501, Florida Statutes, I hereby accept to act as registered agent of RAILS END 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

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TALLAHASSEE, FLORIDA

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