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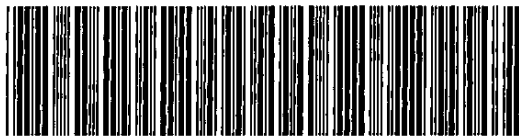
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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: WINTER COLONY, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

FROM: Charles S. Dale, P.A.


Name (printed or typed)

414 NE Fourth Street

Address

Fort Lauderdale, Florida 33301

City, State & Zip

(954) 462-7472

Daytime Telephone Number



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS

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June 11, 2007

CHARLES S. DALE, ESQUIRE
414 NE FOURTH STREET
FORT LAUDERDALE, FL 33301

SUBJECT: WINTER COLONY, INC.
Ref. Number: W07000027582

We have received your document for WINTER COLONY, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct number 5 on the Certificate of Domestication page.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 907A00039282

**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

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DIVISION OF CORPORATIONS

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The undersigned, MARK PICKARD, PRESIDENT,
(Name) (Title)

of WINTER COLONY, INC. a foreign Corporation,
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was FEBRUARY 22, 1956.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was DELAWARE.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was WINTER COLONY, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is WINTER COLONY, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was
FLORIDA Delaware
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am PRESIDENT, of WINTER COLONY, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 30 day of APRIL May, 2007.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

CERTIFICATE OF INCORPORATION

OF

WINTER COLONY, INC.

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DIVISION OF CORPORATIONS

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The following Articles of incorporation were adopted by the Board of Directors of WINTER COLONY, INC. for the purpose of the domestication of the corporation as a Florida corporation.

FIRST: The name of the corporation is WINTER COLONY, INC.

SECOND: Its principal office in the State of Florida is located at 4300 El Mar Drive, Lauderdale-by-the-Sea, Florida 33308. The name and address of its resident agent is Charles S. Dale, 414 NE 4 Street, Fort Lauderdale, FL 33301-1152.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(a) To purchase, or otherwise acquire, operate and manage a single housing project on a non-profit basis and in the interest and for the housing of its members and other lawful occupants.

(b) In connection with such project, the corporation shall provide such community facilities, services and benefits as may be necessary or convenient for the welfare of its members and the usefulness of the project.

(c) In furtherance of the foregoing purposes, the corporation shall have power to purchase, lease, or otherwise acquire land, both improved and unimproved, and to construct or locate an apartment building and facilities thereon, to manage such property, and to do any and all other things necessary or convenient for the fulfillment of the purposes of this corporation.

(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(e) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to the amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other

obligations of the corporation for its corporate purposes.

(f) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in the State of Florida and in any and all states of the United States of America; and to maintain offices and agencies in the State of Florida and any and all states of the United States.

(g) The corporation shall be authorized to exercise and enjoy all of the power, right and privileges granted to, or conferred upon, corporations of a similar character by the Statutes of the State of Florida now or hereafter in force, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

FOURTH: This corporation shall be organized without capital stock. Membership in the corporation and the transfer thereof shall be upon such terms and conditions as shall be provided in the By-Laws.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The management of the affairs of the corporation shall be conducted by its Board of Directors the membership of which shall be elected in accordance with requirements of its By-Laws. The power and authority to make, alter and amend the By-Laws shall vest in the membership on such terms and with such delegated rights in the Directors as shall be expressly stated in the By-Laws.

The initial Officers and Directors of the corporation are:

Mark Pickard, President/Director

Larry Darkes, Vice President/Director

Holmes Petty, Treasurer/Director

Alan O'Dell, Secretary/Director

Joe Roberts, Director


In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

When and as authorized by the affirmative vote of three-fourths of the entire membership given at a meeting of the members duly called for that purpose, or when authorized by the written consent of three-fourths of the entire membership, to sell, lease or exchange or mortgage all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration as its Board of Directors

shall deem expedient and for the best: interests of the corporation.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation, it being provided, however, that said reserved right to amend, alter, change or repeal may be exercised only with the approval of three-fourths of the entire membership obtained by written consent or at a meeting called for such purpose.

Witness my hand and seal on this May 30, 2007.



Mark Pickard
President
WINTER COLONY, INC.

~~PROVINC~~
STATE OF PET)
COUNTY OF QUEENS)
CANADA

The foregoing instrument was acknowledged before me on this 30th Day of Nov, 2007 by Mark Pickard, as President of WINTER COLONY, INC., the person described in the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed to these Articles of incorporation. He is personally known to me _____, ~~or~~ ☐ ~~produced the following as~~ identification: _____

NOTARY PUBLIC, AT LARGE

Notary Public

PROV

State of PET
My Commission Expires: ON DCA

To: The Department of State
Tallahassee, Florida 32304

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SECRETARY OF STATE
DIVISION OF CORPORATIONS


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CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501 of the Florida Business
Corporation Act, the following is submitted:


WINTER COLONY, INC., with its place of business at 4300 El
Mar Drive, Lauderdale-by-the-Sea, Florida 33308 has named
CHARLES S. DALE located at 414 N. E. 4th Street, Fort Lauderdale,
Florida 33301, as its agent to accept service of process within
the State of Florida.

Dated: May 30, 2007.


Mark Pickard, President
Winter Colony, Inc.

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties,
and I accept the duties and obligations of the Florida Business
Corporation Act.

Dated: April 24, 2007


CHARLES S. DALE
Registered Agent