N08773

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 240843 114380A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70

ORDER DATE : May 14, 1999

ORDER TIME : 1:42 PM

ORDER NO. : 240843-005

CUSTOMER NO: 114380A

900002876059--4

CUSTOMER: Ms. Kathy Sawdo
WILLIAM R. KORP, ESQ
WILLIAM R. KORP, ESQ
P. O. Box 1614

Venice, FL 34284-1614

FILED
99 MAY 14 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: COUNTRY CLUB ESTATES
HOMEOWNERS OF VENICE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich
EXAMINER'S INITIALS:

RECEIVED
99 MAY 14 PM 2:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Restated & N.C.

C. COULLIETTE MAY 17 1999

FILED
99 MAY 14 PM 4: 22
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
COUNTRY CLUB ESTATES HOMEOWNERS OF VENICE, INC.

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for COUNTRY CLUB ESTATES HOMEOWNERS OF VENICE, 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 April 18, 1985 have been duly adopted by the Board of Directors this 13th day of May, 1999 without member approval nor is member approval required. Any amendments included herein have been adopted pursuant to Florida Statutes Sections 617.0201(4) and 723.078(5), and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of the 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 COUNTRY CLUB ESTATES COOPERATIVE, INC., 700 Waterway Street, Venice, Florida.

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 Mobile Home Village, 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 or a family member of a lessee of COUNTRY CLUB ESTATES COOPERATIVE, INC. who have purchased membership certificates 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 333 South Tamiami Trail, Suite 199, Venice, Florida 34285; 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 three nor more than ^ 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:

Name	Address
KENNETH SIMMONS	860 Green Circle, Venice, Florida
ROBERT BECHTER	814 S. Waterway, Venice, Florida
ISABELLE NICHOLS	825 Carefree, Venice, Florida
FRED NICHOLS	735 Waterway, Venice, Florida
JOHN TOSCANO	704 Leisure, Venice, Florida
RUBY MORRISON	802 S. Waterway, Venice, Florida
FRAN WINEGAR	750 Waterway, Venice, Florida
RICHARD JETTE	753 Green Circle, Venice, Florida
FRANK RUPPRECHT	744 Waterway, Venice, Florida

ARTICLE 7. INCORPORATORS

The names and addresses of the original incorporators of the corporation are as follows:

Name	Address
MARGARET STAHL	602 Green Circle, Venice, Florida
ERVING STUTZ	614 Clubhouse, Venice, Florida
ELLEN PHILLIPS	860 Green Circle, Venice, Florida
FRANCIS D'AMOUR	814 Green Circle, Venice, Florida
KATHLEEN CLEVELAND	738 Waterway, Venice, Florida
JOSEPHINE FANCHER	610 Waterway, Venice, Florida
HELEN KULOW	847 Green Circle, Venice, Florida
GLADYS LaSALLE	823 Turf, Venice, Florida
CORA SIMON	610 Carefree, Venice, Florida
DONALD SMITH	731 Carefree, Venice, Florida
CLARENCE WANTLAND	730 Green Circle, Venice, Florida

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. 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 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.

8.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the corporation, executed these Restated Articles of Incorporation and certified to the truth of the fact herein stated this 13th day of May, 1999.

COUNTRY CLUB ESTATES
COOPERATIVE, INC.

By: Kenneth Simmons
KENNETH SIMMONS, President

By: Isabelle Nichols
ISABELLE NICHOLS, Asst.Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13th day of May, 1999, by KENNETH SIMMONS and ISABELLE NICHOLS, as President and Assistant Secretary respectively of COUNTRY CLUB ESTATES COOPERATIVE, INC., 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.

Kathleen A. Scivolella
Notary Public, State of Florida
My Comm Expires May 23, 2000
No CC548068
Bonded Thru Official Notary Service
1-(800) 723-0121

Kathleen A. Scivolella
Notary Public

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
William R. Korp
Registered Agent

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