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TRANSMITTAL LETTER

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

SUBJECT: Frostproof Lakefront Resort Homeowners Assoc, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

LEE JAY COLLING & ASSOCIATES, P.A.
529 Versailles Drive, Suite 103
Maitland, Florida 32751

FROM: _____
Name (Printed or typed)

Address

City, State & Zip

407-834-7500

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
**FROSTPROOF LAKEFRONT RESORT HOMEOWNERS
ASSOCIATION, INC.**

A Not-For-Profit Florida Corporation

I, the undersigned, for the purposes of forming a Not-for-Profit corporation under the laws of the State of Florida, and in compliance with the requirements of Chapter 617 and Chapter 723, Florida Statutes, hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

**FROSTPROOF LAKEFRONT RESORT HOMEOWNERS
ASSOCIATION, INC.**

*The principal office address is: 375 Highway 630 West, Lot #49
Frostproof, FL 33843*

ARTICLE II

REGISTERED AGENT/OFFICE

The street address of the registered office of this corporation is:

*529 Versailles Drive, Suite 103
Maitland, Florida 32751*

The name of the Registered Agent of this corporation at that address is:

Lee Jay Colling, Attorney-at-Law

ARTICLE III

NON-STOCK BASIS

This corporation shall be organized on a non-stock basis and shall not issue shares of stock. The term of the corporation shall be perpetual.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE IV

MEMBERSHIP

The qualification of members and the manner of their admission to the corporation shall be regulated by the By-Laws. More than two-thirds of the mobile home owners in FROSTPROOF LAKEFRONT RESORT MOBILE HOME PARK and HILLSIDE, A/K/A SOUTH CENTER HILLSIDE ("Park") have consented in writing to become members of the corporation.

ARTICLE V

PURPOSE AND POWERS

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which this corporation is formed are:

- A. *To operate, if applicable, in such manner as will qualify it as an exempt organization under Section 501(c) 3 of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any present or subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue code, as amended.*
- B. *To represent the mobile home owners in the Park, their successors and assigns, pursuant to the provisions of Chapter 723, Florida Statutes.*
- C. *To negotiate for, acquire and operate the mobile home Park on behalf of the mobile home owners.*
- D. *To convert the mobile home Park, to a cooperative, or other type of ownership. The Association shall be the entity that creates a cooperative for the purpose of offering cooperative units for sale or lease in the ordinary course of business, or, if the homeowners choose a different form of ownership, the entity that owns the record interest in the property and that is responsible for the operation of the property.*
- E. *To contract, sue or be sued with respect to the exercise or non-exercise of its powers. For these purposes, the powers of the Association include, but are not limited to, the maintenance, management, and operation of the Park property.*

- F. *To institute, maintain, settle, or appeal actions or hearings in its name on behalf of all home owners concerning matters of common interest, pursuant to Chapter 723, Florida Statutes, Rule 1.222, Florida Rules of Civil Procedure, and other applicable laws or rules. In addition, the corporation shall have all the powers specified in Sections 617.0302 and 617.0303, Florida Statutes, or its successor statute.*
- G. *To make and collect assessments and to purchase, lease, maintain, and replace the common areas upon purchase of the mobile home Park.*
- H. *To purchase lots in the Park and to acquire and hold, lease, mortgage and convey the property.*
- I. *To modify or move or create any easement for ingress and egress or for the purposes of utilities if the easement constitutes part of or crosses the Park property upon purchase of the mobile home Park.*
- J. *To conduct Bingo games, as provided in Chapter 849.093, Florida Statutes, or its successor statute.*
- K. *To transact all lawful business and to do such other things as are incidental, necessary or desirable to accomplish the foregoing.*

ARTICLE VI

DIRECTORS

The Powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons but no more than nine (9). The number of initial directors of the corporation shall be five (5); provided however, that such number may be changed by a By-Law duly adopted.

The initial directors named herein as the first Board of Directors shall hold office until the first annual meeting of the membership held the third week in January, at which time an election of directors shall be held for said directors. The manner in which the Directors shall be elected will be determined in the By-Laws.

The names and addresses of the Board of Directors of this corporation are as follows:

NAME and ADDRESS

*Frederick N. Mitchell, III
375 Highway 630 West, Lot #49
Frostproof, FL 33843*

*Gloria Tipswood
375 Highway 630 West, Lot 3
Frostproof, FL 33843*

*Penny Holycross
375 Highway 630 West, Lot #40
Frostproof, FL 33843*

*Terry Gross
981 Elmer Road, Lot 75
Frostproof, FL 33843*

*Bud Verville
981 Elmer Road, Lot 80
Frostproof, FL 33843*

ARTICLE VII

INCORPORATOR

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

*Lee Jay Colling
529 Versailles Drive, Suite 103
Maitland, Florida, 32751*

ARTICLE VIII

BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Board of Directors at a special meeting of the Board of Directors. The By-Laws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE IX

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of the members for their vote in the manner set forth in the By-Laws of this corporation.

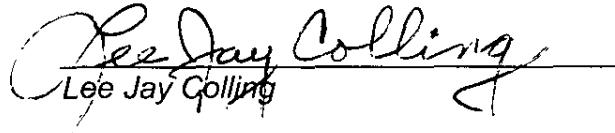
ARTICLE X

DISSOLUTION OF THE CORPORATION

Dissolution of this corporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of the members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 7th day of May, 2009.

INCORPORATOR:



Lee Jay Colling
Lee Jay Colling

STATE OF FLORIDA
COUNTY OF ORANGE

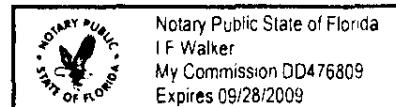
*BEFORE ME, the undersigned authority, this day personally appeared **Lee Jay Colling**, the person described in and who executed the foregoing instrument, and who being first duly sworn and under oath acknowledged, before me, that he has read the foregoing Articles of Incorporation, and that the statements contained therein are true and correct.*

Affiant is personally known to me

SWORN TO and subscribed before me this 7th day of May, 2009.



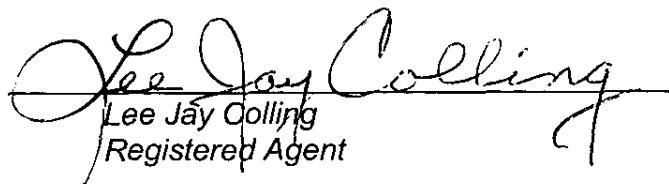
I F Walker
Signature of Notary Public
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of **FROSTPROOF LAKEFRONT RESORT HOMEOWNERS ASSOCIATION, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated this 7th day of May, 2009.

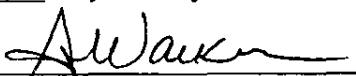

Lee Jay Colling
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

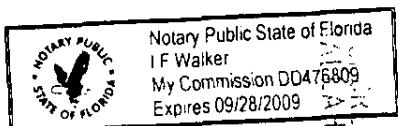
BEFORE ME, the undersigned authority, this day personally appeared **Lee Jay Colling**, the person described in and who executed the foregoing instrument, and who being first duly sworn and under oath acknowledged, before me, that he has read the foregoing Acceptance by Registered Agent, and that the statements contained therein are true and correct.

Affiant is personally known to me

SWORN TO and subscribed before me this 7th day of May, 2009.



Signature of Notary Public
My commission expires:



09 MAY 11 AM 11:42
NOTARY PUBLIC STATE OF FLORIDA
TALLAHASSEE, FLORIDA