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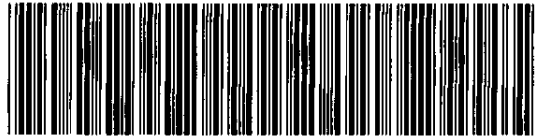
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August 17, 2009

**VIA FEDERAL EXPRESS**

Diane Cushing, Supervisor  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Mews South, Inc. – Conversion from For Profit to Not For Profit

Dear Ms. Cushing:

In furtherance of our discussion, attached is the original Court Order together with the attached Articles for filing. Also enclosed is a check in the amount of \$70. reflecting the filing fee.

Kindly confirm the filing of same via e-mail.

Should you have any questions, please advise via e-mail.

Thank you for your assistance and personal attention to this most important matter.

Respectively submitted,  
CHAPIN, BALLERANO & CHESLACK

Jay D. Mussman, Esq.

JDM/cmv

Enclosures

F:\Clients\ORM\Conversion to not for profit\Ltr to Division of Corps re Mews South Inc, 8-14-09.doc

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TALLAHASSEE, FLORIDA

IN THE CIRCUIT COURT OF THE 15TH JUDICIAL  
CIRCUIT, IN AND FOR PALM BEACH COUNTY,  
FLORIDA

IN RE: MEWS SOUTH, INC.

**50 2009 CA 026832 XXXXMB**

Case No. \_\_\_\_\_

**AG**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**JUDGMENT FOR CONVERSION OF  
CORPORATION FOR PROFIT TO CORPORATION NOT FOR PROFIT**

Petitioner, MEWS SOUTH, INC., filed its Petition to convert the nature of MEWS SOUTH, INC. from a for profit corporation to a not for profit corporation on August 7, 2009, with proposed Articles of Incorporation attached.

This Court finds that the Petition and Articles are in proper form, copy of Articles attached hereto.

IT IS THEREFORE ADJUDGED AND ORDERED that Petitioner MEWS SOUTH, INC. be converted in form from a profit corporation to a not for profit corporation under the laws of this State.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of MEWS SOUTH, INC. become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

ORDERED IN West Palm Beach, Florida, on \_\_\_\_\_ **SIGNED AND DATED**

**AUG 11 2009**

**JUDGE DAVID F. CROW**  
\_\_\_\_\_  
Judge of Circuit Court

Copies furnished to:

Chapin, Ballerano & Cheslack

# ARTICLES OF INCORPORATION

(A Florida Corporation, Not For Profit)

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2009 AUG 21 P 3 35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation not for profit, under and in accordance with Chapter 617 of the Florida Statutes, I, the undersigned, hereby incorporate this corporation not for profit, for the purposes and with the powers hereinafter set forth and to that end, I do, by these Articles of Incorporation (hereinafter called the "Articles"), certify as follows:

## Article I NAME

The name of this Corporation is MEWS SOUTH, INC.

(hereinafter called the "Corporation").

## Article II ADDRESSES

The address of the principal office and the mailing address of the Corporation shall be: 6855 N. Ocean Boulevard  
Ocean Ridge, FL 33435

The physical location of the Corporation is: 6833 N. Ocean Boulevard  
Ocean Ridge, FL 33435

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### **Article III EXISTENCE**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

### **Article IV PURPOSE**

The purpose and general nature of the business of the Corporation is the ownership and operation of cooperative dwelling units consisting of 14 dwelling units. The Corporation is formed as a cooperative in accord with Florida Statutes Chapter 719, the Cooperative Act (hereinafter called the "Act"). The Act specifically provides the ability to utilize a Florida not for profit corporation, as a type of entity for a cooperative [F.S. 719.103(2)].

## **Article V POWERS**

The Corporation shall have the following powers, together with all statutory powers pursuant to Florida Statutes 617.0302 and the Act: to acquire, own, maintain and use its assets for the purposes for which it is organized; to assess its Members (as hereinafter defined); to raise funds by any legal means and consistent with its purpose; to acquire, hold, own, use and dispose of real and/or personal property in connection with its purpose; to exercise all powers necessary or convenient to the furtherance of its purpose; and to exercise all powers granted to a corporation not for profit under Florida Law.

In addition to the powers specified above, the Corporation shall have the additional powers specified in its bylaws (hereinafter called the "Bylaws"). The Corporation previously adopted Bylaws prior to the Corporation converting to a Florida not for profit. Such prior Bylaws are hereby ratified and approved, except as otherwise provided herein or as required by law. In addition, the Corporation prior to its conversion adopted a form lease (hereinafter called the "Lease") for use by its shareholders/tenants, who occupy the Corporation's dwelling units. Such prior Lease is hereby ratified and approved, except as otherwise provided herein or as required by law. The use of the terms shareholder, stockholder, owner or a similar term in the Bylaws or the Lease shall all refer and be construed to refer to the term Member (as hereafter defined). The use of the terms capital stock or stock or share or share of stock or a similar term in the Bylaws or the Lease shall all refer and be construed to refer to the term membership unit or membership certificate as the context shall require. Likewise the use of the terms par value or capitalization have no further import.

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**Article VI**  
**BOARD OF DIRECTORS**

The management of the Corporation shall be vested in the Corporation's Board of Directors (hereinafter called the "Board"), the members of which shall be not less than three. A director must be a Member or a spouse of a Member or serve in the capacity as an officer or fiduciary of a Member, such as in the case of a trustee of a trust, when said trust is the Member. The number and method of election of the directors of the Corporation who shall serve following the terms of the directors reflected below shall be as stated in the Bylaws.

A. Stevens Miles, Jr., Director  
6833 N. Ocean Boulevard  
Ocean Ridge, FL 33435

Martha S. Flink, Director  
6833 N. Ocean Boulevard  
Ocean Ridge, FL 33435

John W. Aalfs, Director  
6833 N. Ocean Boulevard  
Ocean Ridge, FL 33435

Ronald Shipka, Jr., Director  
6833 N. Ocean Boulevard  
Ocean Ridge, FL 33435

Donald Young, Director  
6833 N. Ocean Boulevard  
Ocean Ridge, FL 33435

## **Article VII MEMBERS**

The Corporation shall have one class of members (hereinafter called the "Member"), who shall be admitted to membership pursuant to such criteria and procedures as stated in the Bylaws, Lease and these Articles. Each Member shall be issued a membership certificate. The membership certificate will reflect a certain number of membership units applicable to each Member. The Corporation shall have a first and prior lien upon all membership units registered in the name of each Member and the associated lease, for debts due the Corporation by such Member. Each membership certificate shall contain a legend reflecting the Corporation's lien. In this regard, each Member continuously pledges his membership units and Lease to the Corporation.

A Member shall be entitled to one vote for each unit it holds. In addition, the number of units a Member holds is used as the basis for assessments by the Corporation to the Member.

The Members of the Corporation are as follows:

[continues on next page]

Dwelling unit # 1	Frances M. Nolte and Henry R. Nolte, Jr. , as joint tenants with right of survivorship
Dwelling unit # 2	A. Stevens Miles Jr.
Dwelling unit # 3	Carol J. Hoover Florida Qualified Personal Residence Trust, u/a 6-14-1999
Dwelling unit # 4	John W. Aalfs Trust dated 6-21-2004
Dwelling unit # 5	Howard F. Johnston and Barbara Johnston, husband and wife
Dwelling unit # 6	Kathryn Maddux Quarles Revocable Trust U/A dated December 8, 2003
Dwelling unit # 7	Ronald Shipka Jr. and John Shipka, as tenants in common
Dwelling unit # 8	Nicoletta V. Mackechnie
Dwelling unit # 9	Laila S. Young
Dwelling unit # 10	A. Stevens Miles Irrevocable Trust under Agreement dated December 23, 1999
Dwelling unit # 11	Laverne Shipka
Dwelling unit # 12	Clarence C. Barksdale and Emily K. Barksdale, husband and wife
Dwelling unit # 13	Jane W. Kopf Trust U/T/A dated February 19, 1981, as amended and restated
Dwelling unit # 14	Martha S. Flink

[text continues on next page]

The total number of member units applicable to the Corporation shall be 15.

The units are allocated as follows: one per dwelling unit for all dwelling units, except for dwelling unit 9, dwelling unit 9 allocated 2 units.

### **Article VIII OFFICERS**

The officers of the Corporation shall consist of a President, a Vice-President, a Treasurer and a Secretary and such other officers as the Board of Directors may determine are necessary or proper in the conduct of the affairs of the Corporation, and with such duties consistent with the provisions of the Bylaws, as the Directors may prescribe. All officers shall be chosen by the directors at the Board's first meeting after the annual election of directors, and each shall hold office for one year and until his successor is elected. Only the Secretary of the Corporation is not required to also hold a directorship in the Corporation nor be a Member of the Corporation. One person may hold more than one office. The names of the officers of the Corporation and their respective positions are as follows:

John W. Aalfs, President

Martha S. Flink, Vice-President/Treasurer

Cathy Kelly, Secretary

## **Article IX INSURANCE**

The Corporation pursuant to the Act shall use its best efforts to obtain and maintain adequate insurance to protect the Corporation's property. In the event the foregoing sentence is in conflict with the Bylaws and/or Lease, the foregoing sentence shall control in all instances. Furthermore, in the event, any provision of these Articles is in conflict with the Bylaws and/or Lease, the provision(s) of these Articles shall control in all instances. The Member is responsible to insure his personal property contained within the dwelling unit which he is leasing as well as any improvements he makes to said dwelling unit, including those leasehold improvements assigned to him from a prior member (shareholder)/tenant.

## **Article X**

### **INDEMNIFICATION**

The Corporation shall indemnify each member of the Board and each officer of the Corporation at any time in office, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, by reason of the fact that he is or was a director or officer of the Corporation, against all costs, expenses (including legal fees), damages, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation; and, with respect to any criminal action or proceeding, shall not have had reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification shall not preclude any indemnification of any such director or officer, or any employee or other person acting for or in the interests of the Corporation, to which such director, officer, employee, or other person may be entitled by law or by virtue of any document or agreement, or which may be legally provided or afforded by or under any action by the officers and/or directors of this Corporation. All rights of indemnification shall inure to the benefit of the heirs, executors and administrators of the person involved.

**Article XI**  
**AMENDMENTS TO ARTICLES, BYLAWS AND LEASE**

The Articles, Bylaws and Lease may each be amended by majority consent (vote) of the Board as a whole together with majority consent (vote) of all of the Members of the Corporation (not merely by a majority of the Members attending a meeting of Members); unless a greater percentage is required by law.

**Article XII**  
**CONTRACTS WITH THE CORPORATION**

The Corporation hereby elects to opt out of the provisions of Florida Statute Section 719.3026.

**Article XIII**  
**LIQUIDATION**

The Corporation may be dissolved and the assets liquidated by majority consent (vote) of the Board as a whole together with majority consent (vote) of all of the Members of the Corporation (not merely by a majority of the Members attending a meeting of Members); unless a greater percentage is required by law. In such case, each Member will share in the net proceeds of liquidation in proportion to the number of membership units of the Corporation standing in his name.

## Article XIV GENDER

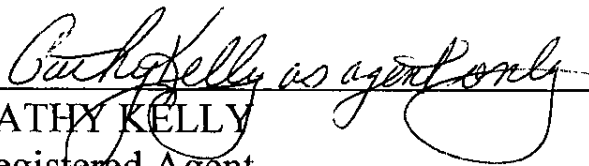
Where appropriate as used herein, the use of any gender shall be deemed to include all genders including the neuter, as the context shall require; and the singular number shall be deemed to include the plural and the plural number shall be deemed to include the singular, as the context shall require.

## Article XV REGISTERED AGENT

The Corporation's registered agent and street address in the State of Florida is:

Cathy Kelly  
6855 N. Ocean Boulevard  
Ocean Ridge, FL 33435

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
CATHY KELLY  
Registered Agent

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TALLAHASSEE  
FLORIDA

**Article XVI  
INCORPORATORS**

The names and addresses of the incorporators are:

Cathy Kelly, Secretary/Incorporator  
6855 N. Ocean Boulevard  
Ocean Ridge, FL 33435

John W. Aalfs,  
President/Incorporator  
6833 N. Ocean Boulevard  
Ocean Ridge, FL 33435

IN WITNESS WHEREOF, the undersigned, being the Incorporators for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on the dates reflected below.

*Cathy Kelly as Secretary & Incorporator*      7-29-9  
CATHY KELLY,      Date  
Secretary & Incorporator

*John W. Aalfs*      7-30-09  
JOHN W. AALFS,      Date  
President & Incorporator

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