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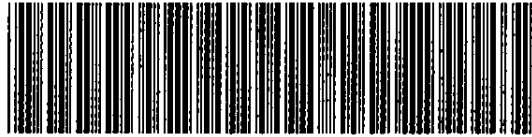
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2010 MAR 18 P 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 23 2010
D. A. WHITE

**ARTICLES OF INCORPORATION
OF**

**CLIFTWOOD HOME OWNERS ASSOCIATION, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, being not less than two-thirds (2/3) of all mobile home owners of Cliftwood Mobile Home Park for the purpose of forming a not for profit Corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is "Cliftwood Home Owners Association, Inc.

**ARTICLE II
NOT FOR PROFIT**

The corporation is a not for profit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of any income or assets of the corporation is distributable to or for the benefit of its members, directors or officers except to the extent permissible under the law.

**ARTICLE III
PURPOSES**

The corporation is organized and shall be operated exclusively as a non-stock organization for the following purposes:

- a) To establish an association of the owners of mobile homes located at 7101 West Anthony Road, Ocala , Florida 34479 and located in Marion County ,Florida;
- b) In order to exercise the rights provided in Florida Statutes 723.071 including, but not limited to, exercising it's right to negotiate for, acquire and operate the mobile park of Cliftwood Mobile Home Park on behalf of the mobile home owners.
- c) In order to exercise it's right to convert the mobile home park into a condominium form of ownership, or other type of ownership pursuant to Florida law;
- d) To exercise and engage in any other powers or business of mobile home park associations as permitted under Florida law;
- e) To engage in any lawful activities which are in furtherance of the purposes of the Corporation as described herein; and
- f) To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any

property of any sort or nature without limitation as to its amount or value and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein, and to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV DURATION AND DATE OF COMMENCEMENT

The duration of the Corporation is perpetual, and the Corporation shall commence at the time and date of filing these Articles with the Secretary of State.

ARTICLE V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article III (Purposes) hereof.

ARTICLE VI MEMBERS

The corporation shall have members who shall have all rights and privileges of voting members of the corporation. The qualification for members and the manner of their admission shall be as stated in the bylaws. The names of the initial members are as listed in Exhibit "A"

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal and Registered Office of the Corporation is 7101 West Anthony Road , Lot # 23 Ocala, Florida and the name of its initial Registered Agent is James E. Robins

- 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.

Signature/ Registered Agent James E. Robins date 3/13

Signature/ Incorporator

James E. Robins

Date 3/13

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors . The number of directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3) . The members of the corporation shall elect the directors as provided in the bylaws. The initial Directors are :

Katheryn D'Amico	7101 West Anthony Road, Lot #45 Ocala, Florida , 34479
Orrin E Tucker	7101 West Anthony Road, Lot # 44 Ocala, Florida, 34479
James E Robins	7101 West Anthony Road, Lot # 23 Ocala, Florida, 34479
Donald B Newman	7101 West Anthony Road, Lot # 17 Ocala, Florida, 34479
Carol L Robins	7101 West Anthony Road , Lot # 23 Ocala, Florida, 34479

ARTICLE XI OFFICERS

The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as may be provided in the bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed in the bylaws. The name and address of each initial officer of the Corporation is as follows :

President : James E Robins 7101 West Anthony Road, Lot #23 Ocala, Florida 34479

Vice President: Donald B Newman 7101 West Anthony Road , Ocala, Florida, 34479

Secretary : Katheryn D'Amico 7101 West Anthony Road, Lot # 45 Ocala, Florida, 34479.

Treasurer: Kathalyn Parker 7101 West Anthony Road, Lot #

ARTICLE X INCORPORATORS

James E Robins 7101 West Anthony Road, Lot # 23 Ocala, Florida, 34479

ARTICLE XI BYLAWS

The bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The bylaws shall conform to provisions of Florida Statutes 723.078 and other applicable laws.

ARTICLE XII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII IDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including the former Officers and Directors, to the fullest extent permitted by the laws of the State of Florida.

ARTICLE XIV NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation on this 13 day of MARCH, 2010

2010 MAR 18 P 2:37

James E. Robins
Incorporator

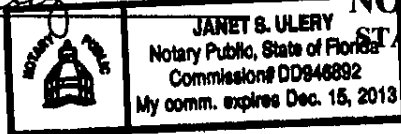
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, personally came and appeared James E Robins, to me personally known,
and known to me to be the person described in and who executed the foregoing instrument, and
acknowledged to and before me that he executed said instrument for the purposes therein
expressed.

WITNESS my hand and official seal this 13 day of March 2010

Janet Ullery



NOTARY PUBLIC
STATE OF FLORIDA

My commission expires :

ACCEPTANCE BY REGISTERED AGENT

The undersigned, James E Robins, hereby accepts the appointment as registered agent of
Cliftwood Homeowners Association, Incorporated, which is contained in the foregoing
Articles of Incorporation.

Dated this 13 day of March, 2010

Signature James E. Robins
Printed name JAMES E. ROBINS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

LISTED BELOW ARE THE ORIGINAL MEMBERS SEEKING TO FORM AN ASSOCIATION LOCATED AT 7101 WEST ANTHONY ROAD, OCALA, FLORIDA 34479 THE PARK CONTAINS 75 LOTS OF WHICH TWO (2) ARE EMPTY LOTS AND ONE (1) BELONGS TO THE OWNER.

BANCROFT, DAVID	LOT #3
WILTANGER, GENE	LOT #7
DOWELL, HAROLD & KIM	LOT #8
LEBERT, NORM & MARY	LOT #10
GADDIE, GORDON & CAROLYN	LOT#11
HARBER, STEVE	LOT#12
PARKER, KATHY	LOT#13
LaROSE, WILLIAM	LOT#15
NEWMAN, DONALD & LINDA	LOT#17
Von HOFE, PAT	LOT#18
MILLER, LINDA & JERRY	LOT#19
BEEBE, BEVERLY & BRIAN	LOT#20
NAVAS, ARNOLD	LOT#21
ETVEL, LARRY & SHIRLEY	LOT#22
ROBINS, JIM & CAROL	LOT#23
BEACH, PAUL & ALICE	LOT# 25
MALLARD, WILLIE	LOT#26
CHARLES, TOM & CATHERINE	LOT#27
KILGORE, LINDA	LOT#28
ANDERSON, CARL & JOAN	LOT#29
BURNS, ED & ELLEN	LOT #31
MITCHELL, FRANK & FLORA	LOT#32
CHRISTIAN, CHARLES & MARY	LOT#33
TAYLOR, TINA	LOT#36
McCULLUM, GENE & LEAH	LOT#38
HOLLOWAY, CHESTER & NANCY	LOT#39
KEARCE, BILL & VICKI	LOT#40
ROBBINS, DICK & SHIRLEY	LOT#41
PAGE, JOAN	LOT#42
TOOLEY, MICHAEL & SANDRA	LOT#43
TUCKER, ORRIN & GERRY	LOT#44
D'AMICO, ALVIN & KATHY	LOT# 45
DOUGLAS, BETTY	LOT#46
HENDERHAN, BETTY	LOT#49
BADGER, BRUCE	LOT#50
WILKER, DONALD	LOT#52
WHITMORE, BARB	LOT#53
VANdeMOORTELT, EVELYN	LOT#54
BEARY, HENRY & RITA	LOT#56

WAGNER, STEVEN & MARION
FULLER, SCOTT
DILLON, HARRY & ANNA
HOLLETTE, BOB & JOYCE
NIEDERMAYER, FRANK
BUNTING, ROBERT & TEDDY
NOLTE, ROSEMARY
PAVLICH, GEORGE & RUTH
EUBANKS, TOM & PATTY
GREENBERG, ROY
AMATO, JIM & SUE

LOT#57
LOT#59
LOT#61
LOT#64
LOT#65
LOT#66
LOT#69
LOT#71
LOT#73
LOT#74
LOT#75

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TALLAHASSEE, FLORIDA

TOTAL 50

72 HOMES QUALIFY , 48 NEEDED TO FORM ASSOCIATION.