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2011 JAN -3 A 8:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/16

**MICHAEL K. McFADDEN**  
ATTORNEY AND COUNSELOR AT LAW  
200 CLEARWATER-LARGO ROAD S  
LARGO, FLORIDA 33770

Telephone (727) 584-8161

Facsimile (727) 586-5813

December 7, 2010

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Amended Articles of Incorporation for  
Bays End Manor Mobile Homeowners' Association, C.

Dear Sirs/Ladies:

Please find enclosed for filing with your office Amended Articles of Incorporation for BAYS END MANOR MOBILE HOMEOWNER'S ASSOCIATION, INC.

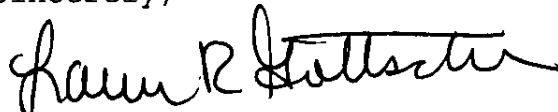
Also enclosed is an Order Authorizing Conversion to Not-For-Profit Corporation.

Also enclosed is a check in the amount of \$43.75 for the filing fees and certified copy.

If the foregoing meet with your approval, please file the Articles and return a filed copy to this address.

Thank you in advance for your cooperation and attention to this request. If you have any questions or comments, please do not hesitate to contact this office.

Sincerely,



Laura R. Gottschalk  
Legal Assistant

MKM:lrg  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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January 3, 2011

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

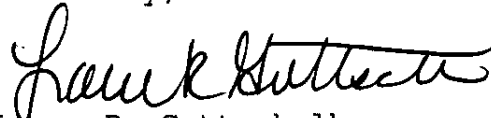
RE: Your Reference Number W10000057824  
Bays End Manor Mobile Homeowners' Association, Inc.

Dear Sirs/Ladies:

Pursuant to your correspondence dated December 15 concerning the referenced matter, please find enclosed a check in the amount of \$35 for the additional fees due.

Thank you in advance for your cooperation and attention to this request. If you have any questions or comments, please do not hesitate to contact this office.

Sincerely,



Laura R. Gottschalk  
Legal Assistant

MKM:lrg  
enclosures

IN THE CIRCUIT COURT FOR PINELLAS  
COUNTY, FLORIDA, CIVIL DIVISION

CASE NUMBER 10- 10 - 16734CI-015

RE: BAYS END MANOR MOBILE  
HOMEOWNER'S ASSOCIATION, INC.,  
a Florida corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER AUTHORIZING CONVERSION TO NOT-FOR-PROFIT CORPORATION

This matter came on to be heard upon Petitioner's Verified Petition For Conversion to Not-for-Profit Corporation. The Court considered the petition and was otherwise duly advised in the premises. It is thereupon:

ORDERED AND ADJUDGED that BAYS END MANOR MOBILE HOMEOWNER'S ASSOCIATION, INC., be changed from a for-profit corporation to a not-for-profit corporation under the laws of this state, and that the Amended Articles of Incorporation attached hereto and made a part hereof are approved for its use for that purpose.

DONE AND ORDERED at Clearwater, Pinellas County, Florida this  
day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
Circuit Judge

TRUE COPY  
Original Signed

NOV 30 2010

W. DOUGLAS BAIRD  
CIRCUIT JUDGE

c: Michael K. McFadden  
Attorney for Petitioner

ARTICLES OF INCORPORATION  
OF

BAYS END MANOR MOBILE HOMEOWNER'S ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being all of the officers of BAYS END MANOR MOBILE HOMEOWNER'S ASSOCIATION, INC., and residents of the State of Florida who are of legal age, do hereby certify:

ARTICLE I  
CORPORATE NAME

The name of the corporation is BAYS END MANOR MOBILE HOMEOWNER'S ASSOCIATION, INC., referred to below as the "Association."

ARTICLE II  
CORPORATION NOT-FOR-PROFIT

The Association is now incorporated as a corporation not-for-profit under the provisions of the laws of the State of Florida pursuant to that certain Order Authorizing Conversion to Not For Profit Corporation dated November 30, 2010, a copy of which is appended hereto as an exhibit.

ARTICLE III  
PRINCIPAL PLACE OF BUSINESS

The mailing address of the Association is that of its Secretary: Lot 127, 3432 State Road 580, Safety Harbor, Pinellas County, Florida. The principal office of association shall be located at the mailing address or at any other place as may be subsequently designated by the management committee of the Association.

ARTICLE IV  
REGISTERED AGENT

The name and address of the registered agent and Secretary of the Association is ELMA KANE, whose address is the same as that of the Association: Lot 127, Bays End Manor Mobile Home Park, 3432 State Road 580, Safety Harbor, Pinellas County, Florida, and who is authorized to accept service of process within this state.

ARTICLE V  
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, management committee or officers. The specific purposes for which it is formed are to act as a liaison between the members of the Association, being comprised of all of the owners of homes within Bays End Manor

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FLORIDA

Mobile Home Park, and the company managing the park, being Lautrec Management Company, a Michigan company registered to do business in Florida, which in turn is owned by Lautrec, LTD., a Michigan limited partnership; and to promote the health, safety, common good, general convenience, and social welfare of the residents within the park and any additions thereto as may be brought within the jurisdiction of this Association for this purpose. The Association shall have the power to amend the Articles of Incorporation from time to time in order to further the purposes of Association. In addition, the Association shall have the following powers:

(a) to exercise all of the common-law and statutory powers of a corporation not-for-profit organized under the laws of the State of Florida that are not in conflict with the terms of the leases and other agreements between the homeowners and the park owners, these articles, or the bylaws of association;

(b) represent the owners of mobile homes within the park in any negotiations or other dealings with the owners of the park;

(c) to fix, levy, collect, and enforce payment by any lawful means, all charges or assessments levied by the association to pay all expenses incident to the conduct of the business of association, including but not limited to all insurance, licenses, taxes, or governmental charges levied or imposed against the association;

(e) to purchase insurance for the protection of association and its members and officers as may be reasonably required;

(g) to carry out and to enforce by legal means the provisions of the articles of incorporation and bylaws of association, and the rules and regulations adopted pursuant to them;

(h) to employ personnel to perform the services required for proper operation of association;

(i) to acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of association; and

(j) with the assent of not less than a majority of the entire membership, to borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE VI  
MEMBERSHIP

All owners of mobile homes within Bays End Mobile Home Park shall be Members, and no person except an owner of a home in the park is entitled to membership in the Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the ownership of a mobile home in the park, and the terms of the Leases between the homeowners and the owners of the park.

Every homeowner who holds record title to a mobile home in the park shall be a member of association. Each membership shall be appurtenant to the mobile home owned and shall be transferred automatically upon a conveyance of record title to the home. An owner of more than one home is entitled to one membership for each home to which the owner holds record title. If more than one person hold an interest in any mobile home, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one home. No person other than an owner may be a member of association, and a membership may not be transferred except by a transfer of record title to the mobile home to which it is appurtenant.

ARTICLE VII  
VOTING RIGHTS

All members shall be entitled to one vote for each home owned in the park. If more than one person holds record title to a home, there shall be only one vote cast with respect to the home, exercised as the owners determine among themselves.

ARTICLE VIII  
MANAGEMENT COMMITTEE

1. Number of Committee Members: The affairs of the association shall be managed and governed by a Management Committee consisting of at least five (5) members (in lieu of a Board of Directors), elected by the membership as set forth in the bylaws, all of whom must be officers and members of association. The number of committee members may be changed by amendment of the bylaws. The names and addresses of the persons who are to act in the capacity of committee members until the selection of their successors are:

Barbara Davis, President	Lot 448
John Rothrock, Vice President	Lot 146
Elma Kane, Secretary	Lot 127
Elvina Robin, Treasurer	Lot 322
Charles Jarvis, Sargent at Arms	Lot 323

2. Attendance at Meetings: Action by Members Without a Meeting: Members of the Management Committee may participate in a meeting of the committee by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the committee board may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by all of the members and filed in the minutes of the proceedings of the committee. The consent shall have the same effect as a unanimous vote.

#### ARTICLE IX OFFICERS

The affairs of association shall be administered by a president, a vice president, a secretary, a treasurer, and another officer designated from time to time by the members. The officers shall be elected or designated by the Management Committee at its initial meeting, and at the first meeting following the annual meeting of the members of association at which the committee members are nominated and elected.

#### ARTICLE X INDEMNIFICATION

Every committee member and officer of association, and every member of association serving the association at its request, shall be indemnified by association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a member or officer of association, or by reason of him or her having served association at its request, whether or not he or she is a member or officer or member serving association at the time the expenses or liabilities are incurred, except when the member, officer or member serving association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. However, in the event of a settlement before entry of judgment, the indemnification shall apply only when the Management Committee approves the settlement and reimbursement as being in the best interest of association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the committee member, officer or member serving association may be entitled.

ARTICLE XI  
DISSOLUTION

The Association may be dissolved upon written consent signed by members holding not less than a majority (50% +1) of the votes of the entire membership of association. Upon dissolution of association, other than incident to a merger or consolidation, the assets of association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or organization to be devoted to any similar purposes.

ARTICLE XII  
TERM

The term of association shall be perpetual, or until such a time as the not-for-profit corporation is dissolved pursuant to Article XI.

ARTICLE XIII  
AMENDMENTS

Amendments to the articles of incorporation shall be proposed and adopted in the following manner: 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Management Committee or by the members of association. Committee members and Association members not present in person or by proxy at the meeting considering the amendment may express their written approval if that the approval is delivered to the secretary at, or prior to, the meeting. Except as elsewhere provided, the resolutions must be adopted by not less than a majority (50% +1) of the votes of the entire membership of association. 3. Limit on amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without written approval by all members. 4. Certification: A copy of each amendment shall be certified by the secretary of state.

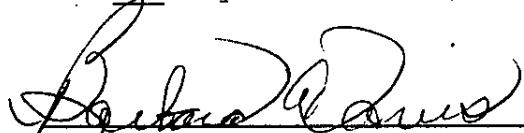
ARTICLE XIV  
INCORPORATOR

The name and address of the incorporator of these articles of incorporation are:


BARBARA DAVIS

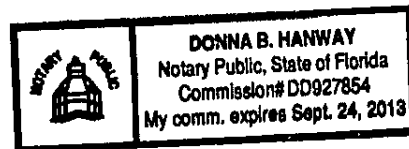
3432 State Road 580, #448  
Safety Harbor, Florida 34695

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I have executed these articles of incorporation on the 16<sup>th</sup> day of November, 2010.

  
BARBARA DAVIS, Incorporator

Before me, the undersigned authority, personally appeared BARBARA DAVIS who after being duly sworn, acknowledges that she executed the above articles of incorporation for the purposes expressed in them on the 16<sup>th</sup> day of November, 2010.

  
Notary Public  
State of Florida  
*City of Pinellas*



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