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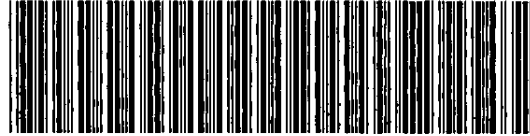
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May 23, 2016

87889 Overseas Highway  
P. O. Box 710  
Islamorada, Florida 33036

Phone: 305-664-3363  
Fax: 305-664-3365

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

**Re: Twin Lakes Park Association, Inc.**

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Twin Lakes Park Association, Inc. to be filed with the Division of Corporations. Also enclosed is our firm's check in the amount of \$78.75, including the \$70.00 filing fee and \$8.75 for a certified copy. Please forward the copy to our office in the self-addressed, stamped envelope enclosed.

If you have any questions or need additional information, please do not hesitate to contact me. Thank you.

Sincerely,

Linda E. Conley, Paralegal to  
Patricia M. Silver, Esq.

/lec  
Enclosures

cc: Client

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TWIN LAKES PARK ASSOCIATION, INC.**

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16 MAY 27 PM 2:23  
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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the Corporation is TWIN LAKES PARK ASSOCIATION, INC.

**ARTICLE 2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is: 411 Sea Turtle Terrace, Plantation, FL 33324.

**ARTICLE 3. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 87889 Overseas Highway, Islamorada, Monroe County, FL 33036 and the name of its initial Registered Agent at that address is Patricia M. Silver, Esq.

**ARTICLE 4. MEMBERS**

The Corporation will have one or more classes of members, who will be admitted in the manner as set forth in the Bylaws. The members will have the rights and privileges that are set forth in the Bylaws. Thirty-five percent (35%) of all voting members will constitute a quorum. The Corporation will not issue shares of stock and will not pay any dividends.

**ARTICLE 5. NOT-FOR-PROFIT**

The Corporation is a not-for-profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the 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 these Articles of Incorporation, under the law, and under Section 501(c)(7) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation. No part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the extent permissible under the Internal Revenue Code. The Corporation will operate in all its activities so as to qualify as a tax-exempt organization under the Internal Revenue Code.

## **ARTICLE 6. DURATION**

The duration of the Corporation is perpetual.

## **ARTICLE 7. PURPOSES**

The Corporation is organized and will be operated exclusively for recreational and social purposes, to permit owners of lots within the Twin Lakes Subdivision to join together to provide recreational and social facilities on a mutual basis, including but not limited to:

- A. Maintaining the area designated as "park", including the docking facilities on the Plat of Twin Lakes;
- B. Sponsoring, organizing and administering recreational activities for the benefit of the community; and
- C. Engaging in other activities that support the foregoing purposes and are not otherwise prohibited by these Articles of Incorporation or applicable law.

## **ARTICLE 8. POWERS**

Solely for the foregoing purposes, the Corporation will have the following powers:

- A. To operate exclusively as a tax-exempt recreational or social club for non-profit purposes whose operations are governed by Code Section 501(c)(7). The earnings requirements and limitations of Code Section 512 are to be met.
- B. Buy, hold, exchange, mortgage and/or lease property of all types including rights, licenses and privileges.
- C. Invest and reinvest funds in property.
- D. Act as trustee for trust funds for the benefit of the Association.
- E. Accept gifts conditionally and unconditionally.
- F. Make gifts to charitable, educational and scientific organizations.
- G. To engage in and transact any other lawful activity solely in furtherance of the foregoing purposes for which non-profit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor amendment to the act.
- H. To do other things that are incidental to the powers of the Corporation or necessary or desirable to accomplish the purposes of the Corporation.

## **ARTICLE 9. LIMITATION**

No part of the net earnings of the Corporation will inure directly or indirectly to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation will 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 7 (Purposes) of these Articles.

## **ARTICLE 10. TAX-EXEMPT STATUS**

It is intended that the Corporation has, and will continue to have, the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(7) of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Accordingly, the corporation shall distribute its income in such manner as to avoid the imposition of tax under section 4942 of the Code, and prohibit the organization from engaging in any acts contrary to sections 4941, 4943, 4944, and 4945. The Corporation will not engage in unrelated business activities to the extent prohibited by the Internal Revenue Code. The Corporation will not discriminate against any person because of race, color or religion.

#### **ARTICLE 11. DISSOLUTION**

Upon the dissolution of the Corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court will determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 12. BOARD OF DIRECTORS**

There will be a Board of Directors consisting of four (4) individuals. Each Director will be elected by majority vote of the members in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the Board of Directors. The names and addresses of the initial Directors are as follows:

MORACE CHANEY	411 Sea Turtle Terrace Plantation, FL 33324
TODD EBELEIN	786 Bostwick Drive Key Largo, FL 33037
EDDY ARIAS	794 Bostwick Drive Key Largo, FL 33037
PRYCE RICHARDS	21947 High Pine Trail Boca Raton, FL 33428

#### **ARTICLE 13. MEMBERS**

The Members shall consist only of those persons owning a lot within the Twin Lakes Subdivision who pay the initial and annual membership fees. Each person who is a fully paid member shall be entitled to vote but there shall only be one voting member per lot. The initial

membership fees shall be Two Hundred Dollars (\$200.00) and annual membership fees shall be no less than One Hundred Dollars (\$100.00) per year as established by the Board of Directors.

#### **ARTICLE 14. OFFICERS**

The Officers of the Corporation will consist of a President, Vice President, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer will be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law. The names, titles and addresses of the initial Officers are as follows:

President	MORACE CHANEY	411 Sea Turtle Terrace Plantation, FL 33324
Vice President	PRYCE RICHARDS	21947 High Pine Trail Boca Raton, FL 33428
Secretary	TODD EBELEIN	786 Bostwick Drive Key Largo, FL 33037
Treasurer	EDDY ARIAS	794 Bostwick Drive Key Largo, FL 33037

#### **ARTICLE 15. INCORPORATOR**

The name and street address of the Incorporator is as follows: Patricia M. Silver, Esq., 87889 Overseas Highway, Islamorada, FL 33036.

#### **ARTICLE 16. BYLAWS**

The Board of Directors will make and adopt the Bylaws of the Corporation, and the Board of Directors may alter, amend, or rescind the Bylaws in the manner set forth in the Bylaws.

#### **ARTICLE 17. AMENDMENT**

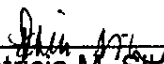
The voting members may amend these Articles of Incorporation in the manner provided by the Florida Not-for-Profit Corporation Act, except that any amendment will require two-thirds ( $\frac{2}{3}$ ) affirmative vote at a meeting at which at least thirty-five percent (35%) of all Voting Members is present.

#### **ARTICLE 18. INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The Corporation will indemnify each director and officer, including former directors and officers,

to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Florida Statutes. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Florida Statutes and other similar laws.

IN WITNESS, the undersigned Incorporator has signed these Articles of Incorporation on this 23 day of May, 2016.

  
\_\_\_\_\_  
Patricia M. Silver, Esq.  
87889 Overseas Highway  
P.O. Box 710  
Islamorada, FL 33036

#### **CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

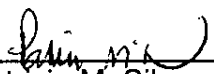
Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is TWIN LAKES PARK ASSOCIATION, INC.
2. The name and address of the registered agent and registered office are:

Patricia M. Silver, Esq.  
87889 Overseas Highway  
Islamorada, FL 33036

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 23, 2016

  
\_\_\_\_\_  
Patricia M. Silver, Esq.  
87889 Overseas Highway  
Islamorada, FL 33036

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JACKSONVILLE, FLORIDA