

N18341

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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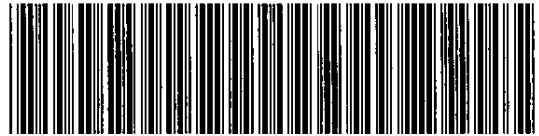
(Business Entity Name)

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TALLAHASSEE FLORIDA

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4/19/09
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Windmill Village at Punta Gorda, Inc

DOCUMENT NUMBER: N18341

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael E. Cripps, CAM
(Name of Contact Person)

Windmill Village at Punta Gorda, Inc
(Firm/ Company)

215 Rio Villa Drive, Office
(Address)

Punta Gorda, Inc FL 33950
(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael E. Cripps, CAM at (941) 639-2911
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section ..
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Windmill Village at Punta Gorda Inc
(Name of Corporation as currently filed with the Florida Dept. of State)

N 18341
(Document Number of Corporation (if known))

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TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

Page 2 of 3

The date of each amendment(s) adoption: March 31, 2009

Effective date if applicable: April 1, 2009
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 2, 2009

Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James Book
(Typed or printed name of person signing)

President
(Title of person signing)

Approved March 31, 2009

**EXHIBIT: A
AMENDED
ARTICLES OF INCORPORATION
OF
WINDMILL VILLAGE AT PUNTA GORDA INC.**

ARTICLE I NAME

The name of the Corporation is:
WINDMILL VILLAGE AT PUNTA GORDA, INC.
A Corporation Not for Profit

ARTICLE II DURATION

This Corporation will exist perpetually.

ARTICLE III PURPOSE

The purposes of this Corporation are to own and operate a resident-owned mobile home park, WINDMILL VILLAGE AT PUNTA GORDA, in Charlotte County, Florida, hereinafter "Park", as provided by law on a not-for-profit basis and attendant thereto to do all such things as may be appropriate in relation to the purchase, ownership and operation of such a business, as well as to engage in all lawful endeavors as provided by the Florida General Corporation Act, Chapter 607 of Florida Statutes and the Not For Profit Corporation Act, Chapter 617 of Florida Statutes.

The Corporation will have the power and responsibility to own and operate the mobile home park on behalf of the shareholders.

The Corporation is the entity that owns the record interest in the Property as recorded in the Public Records of Charlotte County (See Appendix A. for legal description); being incorporated herein by reference), and including all the improvements and property thereon of every sort and description save and except personal and real property in the name or names of the residents or shareholders whether jointly or severally.

The Corporation may contract, sue, or be sued with respect to the exercise or non-exercise of its powers. For these purposes the powers of the Corporation include, but are not limited to, the maintenance, management, and operation of Park property and other matters of common interest. The Corporation may institute, maintain, settle, or appeal actions or hearings in its name on behalf of all shareholders concerning matters of common interest, including, but not limited to, the Park's property; structural components of buildings or other improvements; mechanical, electrical, and plumbing elements serving the property; enforcement of these Articles of Incorporation, the Bylaws and Rules and Regulations of the Corporation; and protests of taxes and assessments levied against the Park's property by governmental authorities. If the Corporation has the authority to maintain a class action, the Corporation may be joined in an action as representative of that class with reference to litigation and disputes involving the matters for which the Corporation could bring a class action. Nothing herein limits any statutory or common law right of any individual owner or class of owners to bring any action which may otherwise be available.

ARTICLE III PURPOSE (CONT')

The powers and duties of the Corporation include those set forth in Florida Statutes including Chapter 617 and those set forth in the amended Articles of Incorporation and amended Bylaws, and any recorded declarations or restrictions encumbering Park property, if not inconsistent with said chapter.

The Corporation has the power to make and collect assessments and to lease, maintain, repair, and replace the common areas. The Corporation will maintain accounting records in the county where the property is located, according to good accounting practices. The records will be open to inspection by Corporation shareholders or their authorized representatives at reasonable times, and copies of such records will be supplied upon written request, to shareholders or their authorized representatives. Failure of the Corporation to permit inspection of the Corporation accounting records by shareholders or their authorized representatives entitles any person prevailing in an enforcement action to recover reasonable attorney's fees from the person in control of the books and records who, directly or indirectly, knowingly denies access to the books and records for inspection. The records will include, but will not be limited to:

- (a) A record of all receipts and expenditures.
- (b) An account for each shareholder, designating the name and current mailing address of the shareholder, the amount of each assessment, the dates and amounts when the assessments come due, the amount paid on the account, and the balance due.

The Corporation has the power to purchase all lots in the park and to acquire and hold, lease, mortgage and convey same.

The Corporation will use its best efforts to obtain and maintain adequate insurance to protect the Corporation and the Park property. A copy of each policy of insurance in effect will be made available for inspection by shareholders at reasonable times.

The Corporation has the authority, without the joinder of any shareholder, to modify or move an easement for ingress and egress or for the purpose of utilities if the easement constitutes part of or crosses the Park property. This subsection does not authorize the Corporation to modify or move any easement created in whole or in part for the use or benefit of anyone other than the shareholders, or crossing the property of anyone other than the shareholders, without their consent or approval as required by law or the instrument creating the easement. Nothing in this subsection affects the rights of ingress or egress of any shareholder of the Corporation.

Further, in connection with said business, this Corporation will have the following powers, which will not be deemed to exclude other corporate powers granted by law:

- (a) To contract debts, borrow money, accept pledges, execute notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

ARTICLE III PURPOSE (CONT')

- (b) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
- (c) To purchase, hold, and sell certificates to and from the shareholders. Unissued shares of the Corporation will not be voted directly or indirectly, or counted as outstanding for the purpose of any shareholder quorum or vote.

ARTICLE IV CERTIFICATES

This Corporation is authorized to issue 8529 certificates at a price of \$1,000.00 per share. The number of shares issued to a shareholder will be evidenced by a certificate, which will be non-negotiable and issued only to a shareholder of the Corporation who must be a bona fide resident owner of a home in the mobile park or who intends to become the bona fide resident owner of a home to be placed in the mobile home park within the next twenty-four (24) months. Sale/transfer of said certificate by any shareholder will be limited solely to and from the Corporation.

If the property (described in Appendix A) is sold, in part or in its entirety, the proceeds will be allocated according to the total number of shares shown on the certificate.

ARTICLE V RESTRICTIONS

All shares will be further subject to any other restrictions, on their transferability, by the terms and conditions set forth in Chapter 617 and in the Bylaws of the Corporation.

ARTICLE VI VOTING RIGHTS

Except as otherwise provided by law and the Bylaws of the Corporation, the entire voting power for the election of members of the Board of Administration of the Corporation and adoption and/or amendment of these Articles of Incorporation will be vested exclusively in the shareholders. Voting will be on a one share one vote basis, up to a maximum of eighteen (18) voting shares per certificate and limited to a maximum ownership of three (3) certificates per shareholder.

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation will be Windmill Village, 215 Rio Villa Drive, Punta Gorda, Florida 33950. The registered agent at that address is designated by the Board of Administration and, when designated, is filed with the Florida Department of State.

Approved March 31, 2009

ARTICLE VIII OFFICERS

The officers of the Corporation, including the President, Vice President, Secretary and Treasurer, will be elected by the Board of Directors in accordance with the provisions of the Bylaws. The officers will serve until the conclusion of the Shareholders Annual Meeting.

ARTICLE IX BOARD MEMBERS

The Corporation will be governed by a Board of Administration consisting of nine (9) members. Board members will serve until their successors are duly elected and qualified in accordance with the provisions of the Bylaws.

ARTICLE X BYLAWS

The Bylaws may be amended in accordance with the provisions herein and to include the provisions in Chapter 617 as amended, Florida Statutes and other applicable Florida laws.

The power to adopt, alter, amend or repeal the Bylaws will be vested in the Administrative Board with the approval of a majority of the Corporation shareholders voting at the Annual Shareholders Meeting or a Special Shareholders Meeting.

ARTICLE XI SHAREHOLDERS MEETING REQUIRED

A Shareholders Meeting will be held at least once each calendar year.

ARTICLE XII AMENDMENT TO ARTICLES OF INCORPORATION

The Articles may be amended in accordance with the provisions herein and the provisions in Chapter 617 as amended, Florida Statutes and other applicable Florida laws solely by the shareholders voting at the Annual Shareholders Meeting or a Special Shareholders Meeting.

The Park may be converted to a condominium or cooperative form of ownership by the affirmative vote of two-thirds (2/3) of the shareholders, and, in such event, the affirmative vote of a majority of the shareholders will be sufficient to amend these Articles of Incorporation and the Bylaws so that the Corporation will have all the powers necessary and/ or convenient for the operation and management of the condominium or cooperative mobile home community.