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TALLAHASSEE, FLORIDA

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ORDER NO. : 610758-005

CUSTOMER NO: 7140172

CUSTOMER: Lucinda J. Warren, Esq
Lucinda J. Warren
P.o. Box 1009

Crystal Beach, FL 34681

AUTHORIZATION BY PR... TO
CORRECT take only
DATE 11/24/97
DOC. CAM

DOMESTIC AMENDMENT FILING 700002355017--4

NAME: COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

AM/Best
DCC, 11/25

RECEIVED
97 NOV 24 AM 9:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC.**

FILED
97 NOV 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies and acknowledges that these Amended and Restated Articles of Incorporation for COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC., a not for profit corporation organized under and by virtue of the laws of the State of Florida as contained in Chapters 617, 719 and 723, and originally filed with the Secretary of State on December 19, 1995, have been duly adopted by the Board of Directors this 6th day of November, 1997. These Amended and Restated Articles were thereafter adopted by the members at a meeting of the membership held on November 17, 1997.

**ARTICLE I
NAME**

The name of this corporation is COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, hereafter call the "Association."

**ARTICLE II
OFFICE**

The principal office and mailing address of this Association, which office and/or mailing address may be changed from time to time by action of the Board of Directors, shall be located at:

5609 Oak Ridge Avenue
New Port Richey, FL 34625

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name of the Association's registered agent and street address of the office of the registered agent shall be:

Kenneth Scott
5609 Oak Ridge Avenue
New Port Richey, FL 34625

ARTICLE IV
PURPOSE AND POWERS

The general purpose for which the Association is organized is to engage in, conduct and carry on the business of operation of a mobile homeowners association for a resident owned community.

The Association has the power to negotiate for, acquire and operate the mobile home park on behalf of the mobile home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith. Upon completing the purchase of the mobile home park, the Association shall convert the same to a condominium, cooperative or other type of ownership.

The Corporation will be a residential cooperative whose members will be entitled solely by reason of ownership of a Membership Certificate in the Corporation to occupy units/lots in the mobile home community under an Occupancy Agreement.

The Association shall have the power to transact any or all lawful business for which corporations may be incorporated under Chapter 617, *Florida Statutes*. In addition, the Association shall also have all the following powers:

1. Exercise all of the powers and privileges specified in Sections 617.0302 and 617.0303, *Florida Statutes*;
2. Promote the health, safety and general welfare of the residents of the mobile home park;
3. Fix, levy, collect and enforce payment by any lawful means all charges or assessments, if any, relating to ownership of the mobile home park, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;
4. Acquire either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of this Association;
5. Borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
6. Dedicate, sell or transfer in fee simple all or any part of this Association's property to any public bodies or governmental agencies or authorities or public or private utility companies;

7. Grant easements as to any Common Areas to public and private utility companies and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the property owned by the Association and the providing of utility, drainage and other services thereto;
8. Participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the members entitled to vote;
9. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the property owned by the Association;
10. Enter into and perform contracts for the maintenance and management of the property owned by the Association or any other contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the Corporation, and employ personnel necessary to fulfill the Association's duties;
11. Use the proceeds of assessments in the exercise of its powers and duties;
12. Maintain, repair, replace, construct, operate and improve the property owned by the Association;
13. Purchase insurance upon the property owned by the Association and insurance for the protection of the Association;
14. Reconstruct improvements after casualty and further improve the property owned by the Association.
15. Acquire, hold and dispose of membership interests.

ARTICLE V MEMBERSHIP

1. This corporation shall be organized on a nonstock basis and shall issue Membership Certificates instead of shares of stock. Seventy-nine (79) Membership Certificates are authorized to be issued. There shall be only one class of Membership Certificates.
2. Every person or entity who has entered into an Occupancy Agreement with the Association for a unit/lot in the mobile home park and who has purchased a Membership Certificate in the Association as specifically provided for in the Bylaws shall be a Member of this Association. The foregoing is not intended to include persons or entities who hold an interest in a Membership

Certificate merely as security for the performance of an obligation. Ownership of a Membership Certificate and an Occupancy Agreement, as referred to above, shall be the sole qualifications for membership. When any such Occupancy Agreement is owned of record by two or more persons or other legal entity and such persons also own a Membership Certificate, all such persons or entities shall be Members. An occupant of more than one mobile home lot shall be entitled to one membership for each such unit/lot occupied by a mobile home owned by him. Membership shall be appurtenant to and may not be separated from the Occupancy Agreement and Membership Certificate and may only be transferred by the conveyance or other transfer of that Occupancy Agreement and Membership Certificate pursuant to and as determined by the Bylaws of the Association.

3. Change of membership in the Association shall be established by the issuance of a Membership Certificate in the Association pursuant to the terms of such Occupancy Agreement. The actual Membership Certificate is an essential instrument to a transfer. In order for a transfer to be valid, the transferring Member must produce the Membership Certificate (or post bond if the Membership Certificate is lost or destroyed) and have it transferred on the books of the Corporation. The owner of such Membership Certificate thus becomes a Member of the Association and the membership of the prior owner is terminated.

4. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Occupancy Agreement and Membership Certificate.

5. Each Membership Certificate will carry with it one vote as a Member of the Corporation. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

6. Each member will be liable for maintenance fees and assessments for his or her proportionate share of the expenses of the Corporation as set forth in the Bylaws.

ARTICLE VI BOARD OF DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than five (5) directors, and in the absence of such determination shall consist of five (5) directors. All directors shall be members of the Association.

2. Directors of the Association, other than the initial directors, shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be

removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The names and addresses of the Members of the initial Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Kenneth Scott | 5609 Oak Ridge Avenue New Port Richey, FL 34652 |
| Steven Acquard | 5655 Riverview Drive New Port Richey, FL 34652 |
| Donald Bliss | 5543 Oak Ridge Avenue New Port Richey, FL 34652 |
| Gladys Wiesinger | 5621 Oak Ridge Avenue New Port Richey, FL 34652 |
| Alli Heiskanen | 5646 Oak Ridge Avenue New Port Richey, FL 34652 |

ARTICLE VII OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, unless they sooner die, resign or are removed, are as follows:

| <u>NAME/OFFICE</u> | <u>ADDRESS</u> |
|-------------------------------|--|
| Kenneth Scott/President | 5609 Oak Ridge Avenue New Port Richey, FL 34652 |
| Steven Acquard/Vice President | 5655 Riverview Drive. New Port Richey, FL 34652 |

Gladys Wiesinger/Secretary

5621 Oak Ridge Avenue
New Port Richey, FL 34652

Gladys Wiesinger/Treasurer

5621 Oak Ridge Avenue
New Port Richey, FL 34652

ARTICLE VIII
SIGNER

The name and address of the person signing these Restated Articles of Incorporation is:

NAME

ADDRESS

Kenneth Scott

5609 Oak Ridge Avenue
New Port Richey, FL 34652

ARTICLE IX
DISSOLUTION

This Association may be dissolved with the assent of not less than two-thirds (2/3) of the votes of the Members entitled to vote.

ARTICLE X
DURATION

This Association shall have perpetual existence.

ARTICLE XI
BYLAWS

The Bylaws shall be adopted, altered, amended, or rescinded by a majority vote of the total Membership entitled to vote thereon at any regular or special meeting of the membership duly called and convened.

ARTICLE XII
AMENDMENT

Any amendment to these Articles shall require the assent of a majority of all Members entitled to vote thereon at any regular or special meeting of the membership duly called and

convened. If there are no Members, any amendment to these Articles shall require the assent of a majority of the Board of Directors.

ARTICLE XIII
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him/her in connection with any proceeding or settlement of any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or officer of the Association, whether or not he/she is a Director or officer at the time such expenses are incurred; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or officer may be entitled.

ARTICLE XIV
NOT-FOR-PROFIT STATUS

No part of the income or profit of the Association may be distributed to any individual or member.

ARTICLE XV
INFORMAL MEMBER ACTION

The members entitled to vote on an action may act by written agreement without a meeting, as provided in *Florida Statutes* 617.0701 and the Bylaws.

IN WITNESS WHEREOF, for the purpose of restating the Articles of Incorporation under the laws of the State of Florida, the undersigned President of the Association, has executed these Restated Articles of Incorporation this 17th day of November 1997.

Kenneth Scott
KENNETH SCOTT, PRESIDENT

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared KENNETH SCOTT, personally known to me, and who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Amended and Restated Articles of Incorporation of COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, as president of said corporation, for the purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires:

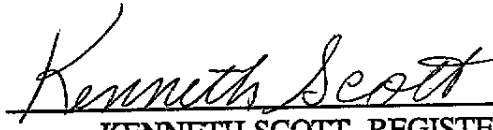
Lucinda J. Warren
NOTARY PUBLIC
Lucinda J. Warren



Lucinda J. Warren
MY COMMISSION # CC634195 EXPIRES
March 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to Section 617.0501, *Florida Statutes*, I hereby accept to act as registered agent of COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC., and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 617.0503, *Florida Statutes*.



KENNETH SCOTT, REGISTERED AGENT

**CERTIFICATE OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**STATE OF FLORIDA
COUNTY OF PASCO**

Before me the undersigned authority personally appeared, **KENNETH SCOTT**, who after being duly sworn says:

I am the President of **COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC.**, a Florida Not for Profit Corporation and filed herewith are Amended and Restated Articles of Incorporation for **COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC.**, which were duly adopted by the Board of Directors on November 6, 1997, and approved by the membership at a member's meeting held on November 17, 1997.

Dated this 17th day of November, 1997

Kenneth Scott
Kenneth Scott, President

**STATE OF FLORIDA
COUNTY OF PASCO**

The foregoing instrument was acknowledged before me this 17th day of November, 1997, by **KENNETH SCOTT** as President of **COTEE RIVER PARK HOMEOWNERS ASSOCIATION, INC.**, who is personally known to me and did take an oath.

My Commission Expires:

Lucinda J. Warren
NOTARY PUBLIC

SEAL:

Lucinda J. Warren
PRINT NAME



Lucinda J. Warren
MY COMMISSION # CC634195 EXPIRES
March 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



Lucinda J. Warren
MY COMMISSION # CC634195 EXPIRES
March 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.