

N96000000784

LAW OFFICE OF HARLAN R. DOMBER, P.A.

HARLAN R. DOMBER
BOARD CERTIFIED REAL ESTATE ATTORNEY

SUITE 150
2801 PRUEVILLER ROAD
SARASOTA, FLORIDA 34237
TELEPHONE (941) 364-9930
1-800-804-9930
FAX (941) 364-8639

February 9, 1996

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

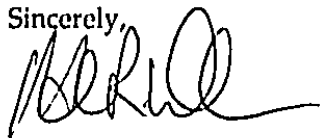
800001712988
-02/13/96--01029--002
*****87.50 *****87.50

Re: Articles of Incorporation of Victoria Estates Homeowners Association, Inc.,
a Florida not-for-profit corporation

Dear Sir:

Enclosed herewith please find the Articles of Incorporation of Victoria Estates Homeowners Association, Inc., a Florida not-for-profit corporation, together with our firm's check for \$87.50 which sum represents the fees for filing the incorporation and for a certified copy of the Articles of Incorporation.

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

Harlan R. Domber

Enclosures as noted
cc: Ralph M. Bishop, President, Victoria Estates Homeowners Association, Inc.

hrd.victoria.div-corp.ltr

FILED
96 FEB 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

paid \$87.50
cc: Bishop

REGISTERED FEB 15 1996

ARTICLES OF INCORPORATION
OF
VICTORIA ESTATES HOMEOWNERS ASSOCIATION, INC.

FILED
96 FEB 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, and in Chapter 723, Florida Statutes, as amended (the "Acts").

ARTICLE 1. NAME AND PRINCIPAL OFFICE ADDRESS

The name of the corporation shall be VICTORIA ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter "Corporation"). The initial principal office/ mailing address of the Corporation is 2801 Fruitville Road, Suite 150, Sarasota, Florida 34237.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles of Incorporation are filed with the Department of State, and the period of duration of the Corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the Corporation is initially organized is to engage in, conduct and carry on the business and operation of a mobile home owners association pursuant to Chapter 723, Florida Statutes; the Corporation has the power to negotiate for, acquire, and operate the mobile home park presently known as Victoria Estates 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; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the Corporation shall have all the powers specified in Section 617.0302, Florida Statutes. In the event the Corporation purchases Victoria Estates, in Charlotte County, Florida, the Corporation shall convert the same to a condominium, cooperative or other type of ownership.

ARTICLE 4. MEMBERSHIP

The members of the Corporation are the bona fide owner(s) of a mobile home within the meaning of Chapter 723, Florida Statutes, located in Victoria Estates in Charlotte County, Florida, over two-thirds (2/3rds) of whom have consented in writing to the formation of the Corporation.

ARTICLE 5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 2801 Fruitville Road, Suite 150, Sarasota, Florida 34237, and the name of the initial registered agent of the Corporation at such address is Harlan R. Domber. The initial registered agent has accepted the appointment as evidenced by the written acceptance attached to these Articles of Incorporation.

ARTICLE 6. NUMBER OF DIRECTORS, FIRST BOARD OF DIRECTORS AND SLATE OF OFFICERS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated in the Bylaws. The initial Board of Directors shall consist of eleven (11) members. The names and addresses of the persons who are to serve as directors and officers until the first annual meeting of members or until their successors be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
RALPH M. BISHOP	24000 Rampart Blvd., Lot #135 Port Charlotte, FL 33980	President/ Director
RICHARD GETCHELL	24000 Rampart Blvd., Lot #133 Port Charlotte, FL 33980	Vice-Pres./ Director
HELEN COLLETT	24000 Rampart Blvd., Lot #39 Port Charlotte, FL 33980	Treasurer/ Director
MARTHA DES ROCHES	24000 Rampart Blvd., Lot #32 Port Charlotte, FL 33980	Secretary/ Director
JIM DAVIDSON	24000 Rampart Blvd., Lot #92 Port Charlotte, FL 33980	Director
DARRYL K. EMMEL	24000 Rampart Blvd., Lot #119 Port Charlotte, FL 33980	Director
GORDON McLEOD	24000 Rampart Blvd., Lot #88 Port Charlotte, FL 33980	Director

JOANNE McLEOD	24000 Rampart Blvd., Lot #88 Port Charlotte, FL 33980	Director
MALCOLM RAILLEY	24000 Rampart Blvd., Lot #5 Port Charlotte, FL 33980	Director
DEAN URISH	24000 Rampart Blvd., Lot #78 Port Charlotte, FL 33980	Director
RAYMOND WALSH	24000 Rampart Blvd., Lot #17 Port Charlotte, FL 33980	Director

ARTICLE 7. INCORPORATORS

The names and addresses of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
RALPH M. BISHOP	24000 Rampart Blvd., Lot #135 Port Charlotte, FL 33980
HELEN COLLETT	24000 Rampart Blvd., Lot #39 Port Charlotte, FL 33980
MARTHA DES ROCHES	24000 Rampart Blvd., Lot #32 Port Charlotte, FL 33980

ARTICLE 8. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

8.1 Meetings of Members and Directors. Meetings of the members and directors of the Corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors. The annual meeting for the election of members of the Board of Directors shall be held as may be provided for in the Bylaws.

8.2 Amendments to Articles of Incorporation. The power to amend the Articles of Incorporation shall be in the members, but the affirmative vote of two-thirds (2/3rds) of the members shall be necessary to exercise that power; except, however, upon the acquisition of the mobile home park and conversion of said park to a condominium,

cooperative or other type of ownership, in which event, the affirmative vote of the majority of the members of the Board of Directors shall be sufficient to amend these Articles of Incorporation so that the Corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative or other type of resident-owned mobile home community, including, but not limited to, changing the qualifications for membership in the Corporation.

8.3 Bylaws. The initial Bylaws of the Corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of the majority of the members shall be necessary to exercise that power; except, however, upon the acquisition of the mobile home park and conversion of said park to a condominium, cooperative or other type of ownership, in which event, the affirmative vote of the majority of the members of the Board of Directors shall be sufficient to amend these Bylaws so that the Corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative or other type of resident-owned mobile home community, including, but not limited to, changing the qualifications for membership in the Corporation. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Acts and the Articles of Incorporation.

8.4 Contract in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by: (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his/her contracting with the Corporation for the benefit of him/herself or any firm, or corporation in which he/she may be interested.

ARTICLE 2. INCOME DISTRIBUTION

No part of the income or profit of this Corporation shall be distributed to its members; no dividend paid; and no stock shall be issued. However, the Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered; may confer benefits upon its members in conformity with its purposes; and any such payment or benefit does not constitute a dividend or a distribution of income or profit for purposes of this Article.

ARTICLE 10. DISSOLUTION OF CORPORATION
AND DISTRIBUTION OF ASSETS

The Corporation may be dissolved pursuant to Chapter 617, Florida Statutes. Upon dissolution or final liquidation of this not-for-profit corporation, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution or final liquidation shall be distributed to the membership as permitted by law.

ARTICLE 11. INDEMNIFICATION

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees (including appellate proceedings), reasonably incurred by them in connection with any proceeding or settlement thereof in which they become involved by reason of service as a director or holding such office.


ARTICLE 12. RESTATEMENT IN THE EVENT OF PURCHASE OF PARK

In the event the Corporation purchases Victoria Estates in Charlotte County, Florida, and before the issuance of any cooperative association membership certificates, these Articles may be amended and restated in order to create a residential cooperative association under Chapter 719, Florida Statutes, by a resolution of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the Corporation, have executed these Articles of Incorporation and certified to the truth of the facts herein stated.



RALPH M. BISHOP
Incorporator



HELEN COLLETT



MARTHA DES ROCHES

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of February, 1996, by RALPH M. BISHOP, HELEN COLLETT and MARTHA DES ROCHES, who (Notary choose one) [] are personally known to me, or [X] have produced their Ontario, Manitoba & Ontario Power's License as identification, and who executed the foregoing Articles of Incorporation for the purposes therein expressed.



Signature of Notary Public

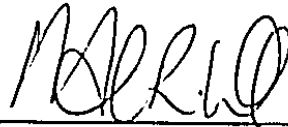


HARLAN R. DOMBER
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR. 21, 1997
COMMISSION # CC 270409

Print Name of Notary Public, Affix Seal and State
Notary's Commission Number & Expiration Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles of Incorporation. Simultaneously, I hereby accept the appointment as Registered Agent. My office address is 2801 Fruitville Road, Suite 150, Sarasota, Florida 34237.



HARLAN R. DOMBER
Registered Agent

hrd.victoria.articles.in2

FILED
96 FEB 12 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000000784
LAW OFFICE OF HARLAN R. DOMBER, P.A.

HARLAN R. DOMBER
BOARD CERTIFIED REAL ESTATE ATTORNEY

SUITE 150
2801 FRUITVILLE ROAD
SARASOTA, FLORIDA 34237
TELEPHONE (941) 364-9930
1-800-804-9930
FAX (941) 364-8639

February 25, 1996

Beth Register, Corporate Specialist Supervisor
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Letter No. 096A00006654; Document No. N96000000784; Victoria Estates
Homeowners Association, Inc., a Florida not-for-profit corporation

Dear Ms. Register:

Please be advised I am in receipt of your letter (see reference above) dated February 15, 1996 concerning the overpayment of the filing fee for the Articles of Incorporation of Victoria Estates Homeowners Association, Inc., a Florida not-for-profit corporation. Please disregard my earlier request for a certified copy of the Articles of Incorporation and refund to Law Office of Harlan R. Domber, P.A. the excess portion of our firm's previously delivered check for \$87.50. The refund should be, I believe, in the amount of \$17.50.

Should you have any questions or require additional information, please do not hesitate to contact me. Thank you in advance for your continuing cooperation and assistance in this matter.

Sincerely,



Harlan R. Domber

cc: Ralph M. Bishop, President, Victoria Estates Homeowners Association, Inc.

hrd.victoria.div-corp.lr2

**STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Harlan R Domber, Esquire EIN or SS#: _____

Address: 2801 Fruitville Road, Suite 150
Sarasota, FL 34237

Amount: \$17.50 Date Paid _____

Reason for claim: Overpayment of filing fees for VICTORIA ESTATES
HOMEOWNERS ASSOCIATION, INC. document number N96000000784

filed on February 12, 1996. Bath Register new filing section

Certified true and correct this 28th day of February, 19 96.

Signature see attached letter

* Must be completed if authority is other than Section 215.26, Florida Statutes.

RECEIVED
28 FEB 28 PM 1:21
OFFICE OF THE COMPTROLLER

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 17.50

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 01029-002 dated 2-13-96

Name of Account _____
4520213000145300000000010000

Statutory Authority for Collection 617

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____
45202130001453000000022002000

Certified true and correct this _____ day of _____, 19 _____

Department of State, Division of Corporations _____
(Agency) (Authorized Signature and Title)