

E. LeBron Free, P.A.

*Attorneys
at Law*

Ofc: (813) 796-0099
Fax: (813) 724-9503

2725 Park Drive, Suite 3
Clearwater, Florida 34623-1023

N96000001937

March 18, 1996

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

300001750813
-03/20/96--01049--003
*****70.00 *****70.00

Re: Happy Trails Mobile Homeowners Association, Inc.
A not-for-profit corporation

Dear Secretary:

Please file the enclosed Articles of Incorporation for the referenced not-for-profit corporation. Enclosed is a check in the amount of \$70.00 for this service.

Please call if you have any questions.

Very cordially yours,


E. LeBron Free

ELF:kas
Enclosures

Dmc
3/20/96

502

W96-6492

FILED
96 APR -9 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. LeBron Free, P.A.

*Attorneys
at Law*

Ofc.: (813) 796-0099
Fax: (813) 724-9503

2725 Park Drive, Suite 3
Clearwater, Florida 34623-1023

April 3, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Happy Trails Mobile Homeowners Association, Inc.
Ref. Number: W96000006492


Dear Sirs:

Enclosed please find:

1. Original Articles of Incorporation for Happy Trails Mobile Homeowners Association, Inc., a not-for-profit corporation.
2. A copy of your March 26, 1996, letter returning the Articles of Incorporation--not filed--because of the similarity of names. You will note that our check for filing fee was previously submitted to the Department of State.
3. Original Permission for Use of Corporate Name. Happy Trails Mobile Homeowners Association, Inc., Charter Number L36584, has given its permission for the use of its name for this new, not-for-profit corporation.

Accordingly, this is to request that you file the Articles of Incorporation and return a receipt to me at your earliest convenience.

Very cordially yours,


E. LeBron Free

ELF:kas
Enclosures
ENCLOSURESGLS/HAPPYTRSECTY.LTR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

E. LEBRON FREE
ATTORNEY AT LAW
2725 PARK DRIVE SUITE 3
CLEARWATER, FL 34623-1023

SUBJECT: HAPPY TRAILS MOBILE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W96000006492

We have received your document for HAPPY TRAILS MOBILE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

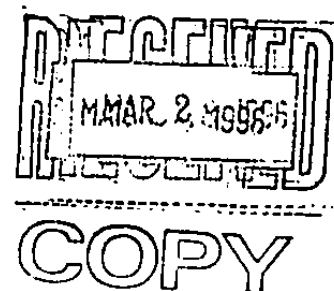
When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 296A00013781



**Articles of Incorporation
Of
Happy Trails Mobile Homeowners Association II, INC.**

The undersigned, desiring to form a corporation not-for-profit in accordance with the laws of the State of Florida, in compliance with the requirements of Chapter 617 and 719, *Florida Statutes*, does hereby certify the following:

**ARTICLE I
NAME**

The name of this corporation is HAPPY TRAILS MOBILE HOMEOWNERS ASSOCIATION II, INC. a Florida corporation, hereafter called the, "Association."

**ARTICLE II
OFFICE**

The initial 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:

c/o E. LeBron Free, P.A.
2725 Park Drive, Suite 3
Clearwater, Florida 34623-1023

**ARTICLE III
REGISTERED OFFICE AND AGENT**

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

E. LeBron Free
2725 Park Drive, Suite 3
Clearwater, Florida 34623-1023

**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 home owners association.

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 a mobile home park, the Association shall convert the same to a condominium, cooperative or other type of ownership.

The Association shall have the power to transact any or all lawful business for which corporations may be incorporated under Chapters 607 and 617, *Florida Statutes*. In addition, the Association shall also have all the following powers:

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STATE
SECRETARY
TALLAHASSEE, FLORIDA

1. Exercise all of the powers and privileges specified in §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, if it shall be owned by the corporation, 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, if any;
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, if any, 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, if any, 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, if any;
10. Contract for the maintenance and management of the property owned by the Association, if any, and authorize a management agent to assist the Association in carrying out its powers and duties 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 and operate any property that may be owned by the

Association;

13. Purchase insurance upon any property that may be owned by the Association and insurance for the protection of the Association;

14. Reconstruct improvements after casualty and further improve any property that may be owned by the Association.

ARTICLE V MEMBERSHIP

1. This corporation shall be organized on a non-stock basis and shall issue Membership Certificates instead of shares of stock. Ninety-seven (97) Membership Certificates are authorized to be issued.

2. Every person or entity who has entered into an occupancy agreement for a lot/unit 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 together with an occupancy agreement, as referred to above, shall be the sole qualifications for membership. When any such occupancy agreement is held by two or more persons or other legal entities 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/unit shall be entitled to one membership for each such lot/unit occupied by him. Membership shall be appurtenant to and may not be separated from the occupancy agreement and Membership Certificate and may 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 to 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. The owner of each Membership Certificate shall be entitled to one vote as a Member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

**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. 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.

**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.

**ARTICLE VIII
INCORPORATOR**

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

E. LeBron Free, Incorporator
2725 Park Drive, Suite 3
Clearwater, Florida 34623-1023

**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. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any Member or other private individual.

**ARTICLE X
DURATION**

This Association shall have perpetual existence, effective upon filing these Articles of Incorporation.

**ARTICLE XI
BYLAWS**

The Bylaws of this Association shall be initially adopted by a majority of the Board of Directors. Thereafter, the Bylaws shall be altered, amended, or rescinded by a majority of all Members entitled to vote 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 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 in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he 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.

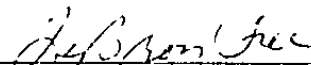
**ARTICLE XIV
NON PROFIT STATUS**

No part of the earnings of the Association shall inure to the benefit of any individual or Member. The Association shall not carry on propaganda or otherwise act to influence legislation.

**ARTICLE XV
INFORMAL MEMBER ACTION**

The holders of not less than a majority of the issued and outstanding Membership Certificates of the Association 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 forming this corporation under the laws of the State of Florida, the undersigned, who is the incorporator of the Association, has executed these Articles of Incorporation this 16 day of March, 1996.



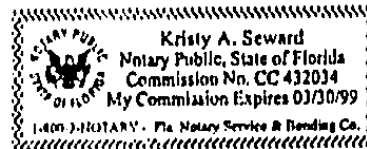
E. LeBron Free, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared E. LeBRON FREE, who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of HAPPY TRAILS MOBILE HOMEOWNERS ASSOCIATION II, INC. a Florida not-for-profit corporation, as incorporator of said corporation, for the purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal the date aforesaid.

Kristy A. Seward
NOTARY PUBLIC



ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to §607.0501, *Florida Statutes*, I hereby accept designation as registered agent of HAPPY TRAILS MOBILE HOMEOWNERS ASSOCIATION II, 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 §607.0505, *Florida Statutes*.

E. LeBron Free
E. LeBron Free, Registered Agent

PERMISSION FOR USE OF CORPORATE NAME

TO: SECRETARY OF STATE
State of Florida

The undersigned, a corporation duly organized and existing under the laws of the State of Florida, does hereby grant permission and approve the filing of Articles of Incorporation for the following named new corporation: HAPPY TRAIL MOBILE HOMEOWNERS ASSOCIATION, II, INC, a Florida not-for-profit corporation. It is understood that this approval is necessary due to the similarity of the names.

DATED: March 29, 1996.

Signed, sealed and delivered
in the presence of:

HAPPY TRAILS MOBILE
HOMEOWNERS ASSOCIATION II, INC.
A Florida Corporation, Charter #L36584

[Signature]
Witness

By: Mary Sinclair
MARY SINCLAIR, President

[Signature]
Witness

ATTEST:

[Signature]
SUZANNE HERBERT, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by MARY SINCLAIR, President of HAPPY TRAILS MOBILE HOMEOWNERS ASSOCIATION II, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or produced FL Resident ID. as identification.

Kristy A. Seward
Notary Public

My Commission Expires:

