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November 28, 1997

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*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

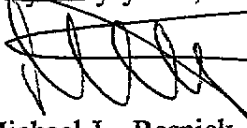
Re: **Wheel Estates ~~Mobile~~ Homeowners' Association, Inc.**

Dear Division of Corporations:

Enclosed for filing please find an original and one (1) copy of the Articles of Incorporation of Wheel Estates Mobile Homeowners' Association, Inc., and a check in the amount of \$78.75 for the costs associated with such filing and obtaining a **Certificate of Status**.

Please feel free to contact me should you have any questions or comments. Thank you for your assistance in this matter.

Very truly yours,


Michael L. Resnick

FILED
97 DEC -1 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I
DATE 12-3-97
DOC. EXAM BR

W97-26985

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

WHEEL ESTATES
HOMEOWNERS' ASSOCIATION, INC.

A Not-For-Profit Florida Corporation

I, the undersigned, for the purposes of forming a Not-for-Profit corporation under the laws of the State of Florida, and in compliance with the requirements of Chapter 617 and Chapter 723, Florida Statutes, hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

WHEEL ESTATES HOMEOWNERS' ASSOCIATION, INC.

The principal office address is: 1209 Pickerel Circle, Orlando, Florida 32839

ARTICLE II

REGISTERED AGENT/OFFICE

The street address of the initial registered office of this corporation is:

1342 E. Vine Street
Suite 236
Kissimmee, Florida 34744

The name of the initial Registered Agent of this corporation at that address is:

Michael L. Resnick

ARTICLE III

NON-STOCK BASIS

This corporation shall be organized on a non-stock basis and shall not issue shares of stock. The term of the corporation shall be perpetual.

ARTICLE IV

MEMBERSHIP

The qualification of members and the manner of their admission to the corporation shall be regulated by the By-Laws. More than two-thirds of the mobile home owners in Wheel Estates Mobile Home Park have consented in writing to become members of the corporation as required by Chapter 723, Florida Statutes.

ARTICLE V

PURPOSE AND POWERS

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which this corporation is formed are:

- A. For the advancement of charitable purposes by the distribution, if possible, of its funds for such purposes.*
- B. To operate, if applicable, in such manner as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue code, as amended.*
- C. To represent the mobile home owners in Wheel Estates Mobile Home Park, their successors and assigns, pursuant to the provisions of Chapter 723, Florida Statutes.*
- D. To negotiate for, acquire and operate the mobile home park on behalf of the mobile home owners.*

- E. To convert the mobile home park, once acquired, to a condominium, a cooperative form, or other type of ownership. Upon acquisition of the property, the Association shall be the entity that creates a cooperative or offers cooperative units for sale or lease in the ordinary course of business, or, if the homeowners choose a different form of ownership, the entity that owns the record interest in the property and that is responsible for the operation of the property.*
- F. To contract, sue or be sued with respect to the exercise or non-exercise of its powers. For these purposes, the powers of the Association include, but are not limited to, the maintenance, management, and operation of the park property.*
- G. To institute, maintain, settle, or appeal actions or hearings in its name on behalf of all home owners concerning matters of common interest, pursuant to Chapter 723, Florida Statutes, Rule 1.222, Florida Rules of Civil Procedure, and other applicable laws or rules. In addition, the corporation shall have all the powers specified in Sections 617.0302 and 617.0303, Florida Statutes, or its successor statute.*
- H. To make and collect assessments and to purchase, lease, maintain, and replace the common areas upon purchase of the mobile home park.*
- I. To purchase lots in the park and to acquire and hold, lease, mortgage and convey the property.*
- J. To modify or move or create any easement for ingress and egress or for the purposes of utilities if the easement constitutes part of or crosses the park property upon purchase of the mobile home park.*
- K. To conduct Bingo games, as provided in Chapter 849.093, Florida Statutes, or its successor statute.*
- L. To transact all lawful business and to do such other things as are incidental, necessary or desirable to accomplish the foregoing.*

ARTICLE VI

DIRECTORS

The Powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of directors of the corporation shall be five (5), provided however, that such number may be changed by a By-Law duly adopted.

The directors named herein as the first Board of Directors shall hold office until such time as provided for in the By-Laws of the corporation, and the manner in which future Directors of the corporation shall be elected will be determined in the By-Laws.

The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<i>Freda Marie Souigny</i>	<i>1169 Pickerel Circle, Orlando, Florida 32839</i>
<i>Sam Dung Nguyen</i>	<i>1209 Pickerel Circle, Orlando, Florida 32839</i>
<i>Nicola Tarantino</i>	<i>1161 Pickerel Circle, Orlando, Florida 32839</i>
<i>Selina Harger</i>	<i>1140 Pickerel Circle, Orlando, Florida 32839</i>
<i>Joyce Jenner</i>	<i>1132 Pickerel Circle, Orlando, Florida 32839</i>

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is: Freda Marie Souigny, 1169 Pickerel Circle, Orlando, Florida 32839

ARTICLE VIII

BY-LAWS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial By-Laws of this corporation shall be adopted at the first meeting of the Board of Directors or as soon thereafter as is practically possible. The By-Laws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of this corporation.

ARTICLE IX

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of the members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 26 th day of November, 1997.

INCORPORATOR:

Freda Marie Souigny
Freda Marie Souigny

ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of WHEEL ESTATES HOMEOWNERS' ASSOCIATION, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 26 day of November, 1997.

[Signature]
Michael L. Resnick
Registered Agent