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

HARLAN R. DOMBER
BOARD CERTIFIED REAL ESTATE ATTORNEY

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August 13, 1998

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

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-08/17/98--01092--012
*****70.00 *****70.00

Re: Articles of Incorporation of Holiday Park Cable Corporation, a Florida not-for-profit corporation

Dear Sir:

Enclosed herewith please find the original Articles of Incorporation of Holiday Park Cable Corporation, a Florida not-for-profit corporation, together with a copy of the Articles of Incorporation and my client's check no. 118 in the sum of \$70.00 for the filing fee. Please forward the Certificate of Incorporation with a stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

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

Sincerely,



Harlan R. Domber

Enclosures as noted

hrd.holiday.prk.cable.cor.div-corp.ltr

FILED
98 AUG 17 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-20-98
MM

ARTICLES OF INCORPORATION
OF
HOLIDAY PARK CABLE CORPORATION

FILED
98 AUG 17 AM 10:06
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, as amended (the "Act").

ARTICLE 1. NAME AND PRINCIPAL OFFICE ADDRESS

The name of the corporation shall be HOLIDAY PARK CABLE CORPORATION. (hereinafter "Corporation"). The initial principal office/ mailing address of the Corporation is 5401 Holiday Park Boulevard, North Port, Florida 34287.

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. PURPOSES AND POWERS

The general purposes for which the Corporation is organized are:

- a. To facilitate the contracting, and the funding of said contract(s), with Comcast Cable Communications of West Florida, Inc., and its successors and/or assigns (hereinafter "Cable Service Provider"), on behalf of the participating property owners in Holiday Park Park and Recreation District, for the delivery of bulk-rate cable television service and any additional services offered from time to time by the Cable Service Provider, to the property owners of Holiday Park Park and Recreation District, in North Port, Florida;
- b. To enter into, administer and enforce the aforesaid contract(s) and any extensions, renewals and/or replacements thereof; and
- c. To enter into contract(s) with the Board of Trustees of Holiday Park Park and Recreation District concerning: (1) the installation, administration and management of the Corporation's in-house cable television channel and associated equipment; and (2) the use of office personnel to provide bookkeeping and secretarial services for the Corporation.

The Corporation shall engage in, conduct and carry on the foregoing purposes pursuant to Chapter 617, Florida Statutes. The Corporation has the power to negotiate on behalf of the participating property owners of Holiday Park Park and Recreation District, and to enter into contracts with the Cable Service Provider and other entities on such terms and conditions as shall be deemed acceptable to the Corporation's Board of Director; and to engage in activities which are necessary, suitable or convenient for the accomplishment of the foregoing purposes, or which are incidental thereto or connected therewith. Additionally, the Corporation shall have all the powers specified in Florida Statutes Section 617.0302.

ARTICLE 4. MEMBERSHIP

The members of the Corporation shall be residents and/or owners of real property situated in Holiday Park Park and Recreation District, a political subdivision of the State of Florida, located in the City of North Port, Sarasota County, Florida. All persons or entities interested in becoming members of the Corporation must consent to the purposes of the Corporation as stated hereinabove, and must contribute financially to fulfill such purposes in a share to be determined in accordance with the Bylaws, and to take such further action as may be deemed necessary by the Board of Directors from time to time to accomplish the stated purposes of the Corporation. There shall be two (2) classes of members in the Corporation: general members and special members.

The general members shall be those individuals who are serving as directors of the Corporation. The general members shall have one (1) vote each, and shall be the only voting members of the Corporation. The general members shall have such rights and responsibilities as are set forth in these Articles of Incorporation, and in the Bylaws and Florida law.

The special members shall be all members of the Corporation, other than the general members defined above. The special members are non-voting members of the Corporation. There is no requirement for an annual meeting of the special members, and notices to the special members shall be as set forth in the Bylaws.

The termination of membership, both general and special, shall be as set forth in the Bylaws.

ARTICLE 5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3900 Clark Road, Suite L-1, Sarasota, Florida 34233, 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, ELECTION OF OFFICERS.
FIRST BOARD OF DIRECTORS AND INITIAL SLATE OF OFFICERS

The business of the Corporation shall be managed and conducted by a Board of Directors which shall initially consist of five (5) persons, as provided for in the Bylaws. The Directors shall be the general members of the Corporation. The Board of Directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the Corporation. The Board of Directors shall elect the officers of the Corporation from among its members. The officers of the Corporation shall include the President, Vice President, Secretary and Treasurer. Unless the Board of Directors otherwise determines, any two offices, the duties of which do not conflict with each other, may be held by the same person. The duties of the officers shall be as set forth in the Bylaws.

The initial Board of Directors shall consist of five (5) persons. The names and addresses of the persons who are to serve as directors and officers until the first annual meeting of the Corporation or until their successors shall 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>
NEIL W. McGARY	5740 Holiday Park Blvd. North Port, FL 34287	President/ Director
ANTHONY D'ARGENIO	6902 Apopo Court North Port, FL 34287	Vice Pres./ Director
GEORGE HECKMAN	6486 Keena Court North Port, FL 34287	Secretary/ Director
WILLIAM EALAHAN	5130 Palena Blvd. North Port, FL 34287	Treasurer/ Director
SALLY HOLLISTER	6500 Center Lane North Port, FL 34287	Director

ARTICLE 7. INCORPORATORS

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

<u>Name</u>	<u>Address</u>
NEIL W. McGARY	5740 Holiday Park Blvd. North Port, FL 34287
WILLIAM EALAHAN	5130 Palena Blvd. North Port, FL 34287
SALLY HOLLISTER	6500 Center Lane North Port, FL 34287

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

8.1 Meetings of General Members/Directors. Meetings of the general members/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 election of members of the Board of Directors shall be conducted in the manner as set forth in the Bylaws.

8.2 Amendments to Articles of Incorporation. The power to amend the Articles of Incorporation shall be in the Board of Directors, but the affirmative vote of two-thirds (2/3) of the directors at a duly called meeting of the Board of Directors shall be necessary to exercise that power.

8.3 Bylaws. The initial Bylaws of the Corporation shall be adopted by a majority of the members of the Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the directors, but the affirmative vote of two-thirds (2/3) of the directors at a duly called meeting of the Corporation shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Act 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 trustee, director or officer of another corporation or entity, 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 entity or corporation in which he/she may be interested.

ARTICLE 9. NON-STOCK CORPORATION AND INCOME DISTRIBUTION

The Corporation is organized on a non-stock basis. No part of the income or profit of this Corporation shall be distributed to its members, general or special; and no dividends shall be paid.

ARTICLE 10. MEMBERSHIP DUES AND ASSESSMENTS

There shall be no dues for membership in the Corporation; however, each member of the Corporation, both general and special, shall be liable for one or more assessments each year to cover the costs and expenses incurred by the Corporation in accomplishing its stated purposes, including, but not limited to, the following: (a) expenses of incorporation; (b) legal fees and costs incurred by the Corporation or the incorporators in establishing the Corporation and obtaining legal advice and services for the Corporation in pursuit of the Corporation's stated purposes; (c) expenditures required by the terms of the contract(s) between the Corporation and the Cable Service Provider; and (d) all other reasonable and necessary expenses approved by the Board of Directors incurred in pursuit of the stated purposes of the Corporation.

ARTICLE 11. 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, and on the same basis and in the same percentages as their assessments were paid.

ARTICLE 12. INDEMNIFICATION

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees (including, without limitation, 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.

XX
 XANTHONY D'ARGENTOX
 XIncorporatorX
 XX

Sally Hollister
SALLY HOLLISTER
Incorporator

The foregoing instrument was acknowledged before me this 12th day of August, 1998, by ~~ANTHONY P. KAGANIS~~ WILLIAM EALAHAN, and SALLY HOLLISTER, who (Notary choose one) ☒ are personally known to me, or ☐ have produced _____ as identification, and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Shirley D. Lovett
Signature of Notary Public

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



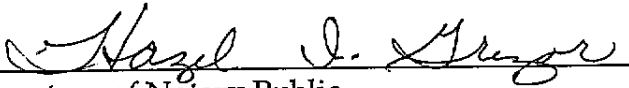
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IN WITNESS WHEREOF, the undersigned, being an incorporator of the Corporation, has executed these Articles of Incorporation and certified to the truth of the facts herein stated.

x 
NEIL W. McGARY
Incorporator

STATE OF Indiana x
COUNTY OF Porter x

x The foregoing instrument was acknowledged before me this 27th day of July, 1998, by NEIL W. McGARY, who (Notary choose one) [] is personally known to me, or [] has produced FLORIDA DRIVERS LICENSE as identification, and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

x 
Signature of Notary Public

HAZEL I. GREGOR
Notary Public, State of Indiana
County of Porter
My Commission Expires 08/27/2001

x _____
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 of Holiday Park Cable Corporation. Simultaneously, I hereby accept the appointment as Registered Agent. My office address is 3900 Clark Road, Suite L-1, Sarasota, Florida 34233.



HARLAN R. DOMBER
Registered Agent

hrd.holiday.prk.cable.cor.articles.in2

FILED
98 AUG 17 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA