



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

January 28, 1977

BRUCE A. SMATHERS
SECRETARY OF STATE

E. David Tyner, kSq.
P.O. Box 443
106 South Sixth Street
Dade City, Fl 33525

Telephone Number:
904/488-3140

CHARTER NUMBER: 737940

SUBJECT: FLORIDA ESTATES, INC.

This will acknowledge receipt of the following:

- 1. Check in the amount of \$ 38.00
- 2. Articles of Incorporation filed January 28, 1977
- 3. Amendment to Articles of Incorporation filed
- 4. Articles of Merger or Consolidation filed
- 5. Certificate of Withdrawal filed
- 6. Limited Partnership filed
- 7. Trademark Application filed
- 8. Application for qualification filed _____. It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
- 9. Reinstatement filed
- 10. Dissolution filed
- 11. Other:

ENCLOSED:

- 1. Certified Copy(ies)
- 2. Certificate(s) Under Seal
- 3. Photocopy(ies)
- 4. Other:

ba

DIVISION OF CORPORATIONS

STATE OF FLORIDA

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

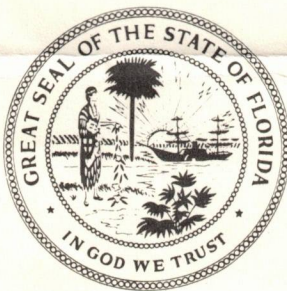
OF

FLORIDA ESTATES, INC.

filed in this office on the 28th day of January

19 77.

Charter Number: 737940



GIVEN under my hand and the Great

Seal of the State of Florida, at

Tallahassee, the Capital, this the

28th day of January

1977 .

A handwritten signature in cursive script, reading "Bruce C. Smith".

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

FLORIDA ESTATES, INC.
(a corporation not for profit)

FILED
JAN 28 12 19 PM '77
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, have associated ourselves together and do hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be FLORIDA ESTATES, INC.

ARTICLE II - PURPOSES

The general nature and objectives and purposes of the corporation shall be as follows:

(a) To acquire, maintain and conduct buildings and property for recreational facilities to serve the residents of Florida Trailer Estates, Zephyrhills, Florida; to acquire other properties and to construct other buildings for such purposes; to engage in any and all types of activities not prohibited by law which shall promote and foster better citizenship among its members and which shall promote and foster educational, recreational, physical, and social activities of its members; to engage in such activities as shall raise the standards of civic morality and community welfare; and to disseminate such knowledge as shall be useful for its members in their work and home life;

(b) To acquire a water system to service residents of said subdivision and to maintain said water system, and to acquire by purchase, lease, or otherwise, any personal properties which shall be of benefit or convenience to the members of said subdivision.

(c) To have all powers as provided and allowed under Florida Statutes, Chapter 617.021.

ARTICLE III - QUALIFICATION
OF MEMBERS

The members of this corporation shall be the subscribers and such other persons as may from time to time own property within Florida Trailer Estates and reside therein and who are elected to membership by the members of this corporation.

ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT OF THE CORPORATION

The street address of the initial registered office of this corporation is 209 Connecticut Street, Zephyrhills, Florida 33599, and the name of the initial registered agent of this corporation at that address is Sherwin Reuter.

ARTICLE V - SUBSCRIBERS AND
INCORPORATORS

The name and residence of the subscribers and incorporators are as follows:

<u>Name</u>	<u>Address</u>
Philip D. Fulton	263 Minnesota Avenue, Zephyrhills, Florida 33599
Louis L. Smith	158 Michigan Street, Zephyrhills, Florida 33599
Erwin D. Somerville	247 Indiana Street, Zephyrhills, Florida 33599

ARTICLE VI - TERM OF
EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - MANAGEMENT
OF CORPORATION

The affairs and business of this corporation shall be conducted and managed by the Board of Directors of the corporation, and the President, Vice-President, Secretary and Treasurer shall be elected annually by the members of the Board of Directors.

ARTICLE VIII - OFFICERS

The name and addresses of the officers who are to serve until the first election are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Sherwin Reuter	President	209 Connecticut Street Zephyrhills, Florida 33599
Edwin Pankhurst	Vice-President	210 Connecticut Street Zephyrhills, Florida 33599
Grace Wilson	Secretary-Treasurer	1907 N. 20th Street Zephyrhills, Florida 33599

ARTICLE IX - DIRECTORS

The Board of Directors of the corporation shall consist of not less than nine (9) persons elected by the membership. The first Board of Directors and their respective addresses are as follows:

<u>Name</u>	<u>Address</u>
Sherwin Reuter	209 Connecticut Street, Zephyrhills, Florida 33599
Philip D. Fulton	263 Minnesota Avenue, Zephyrhills, Florida 33599
Stuart Lull	223 Connecticut Street, Zephyrhills, Florida 33599
Louis L. Smith	158 Michigan Street, Zephyrhills, Florida 33599
Grace Wilson	1907 N. 20th Street, Zephyrhills, Florida 33599
Helen Nusbickel	60 New York Street, Zephyrhills, Florida 33599
Roland Henry	75 Ohio Street, Zephyrhills, Florida 33599
Edwin Pankhurst	210 Connecticut Street, Zephyrhills, Florida 33599
Robert Lindner	97 Connecticut Street, Zephyrhills, Florida 33599

ARTICLE X - BYLAWS

The By-Laws of the corporation shall be made by the Board of Directors and may be amended, altered, or rescinded by a majority of the Board of Directors present at any regular or special meeting.

ARTICLE XI - AMENDMENTS

Amendment to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose and proposed by the Board of Directors to the membership. A majority of all members of the corporation, present and entitled to vote at a duly constituted

meeting, shall be necessary to amend the Articles of Incorporation.

ARTICLE XII - DISTRIBUTIONS

The corporation shall have no capital stock nor shall it pay dividends, and no part of its income may be distributed to the subscribers, members, Trustees or officers. The private property of the subscribers, members, Trustees and officers shall not be liable for the debts of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals, acknowledged and filed, the foregoing Articles of Incorporation under the laws of the State of Florida, this 13th day of January, 1977.

Philip D. Fulton

PHILIP D. FULTON

Louis L. Smith

LOUIS L. SMITH

Erwin D. Somerville

ERWIN D. SOMERVILLE

STATE OF FLORIDA
COUNTY OF PASCO

Before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared PHILIP D. FULTON, LOUIS L. SMITH, and ERWIN D. SOMERVILLE, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of January, 1977.

Sarah M. Walker

NOTARY PUBLIC

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES AUGUST 11, 1978
BONDED THRU GENERAL INSURANCE UNDERWRITERS

BY-LAWS, ARTICLE TWO, SECTION III

Ch. 617

CORPORATIONS NOT FOR PROFIT

Ch. 617

fied and returned to the person from whom it is received.

History.—s. 5, ch. 59-427; ss. 10, 35, ch. 69-106.

617.015 Filing fees.—Upon filing any articles of incorporation, amendment thereof or other paper relating to the incorporation, merger, consolidation or dissolution of any corporation not for profit with the Department of State, the following fees shall be paid to it for the use of the state:

(1) A filing fee of \$30 for the filing and approval of articles of incorporation.

(2) A fee of \$5 in each case for furnishing certified copies of articles of incorporation or other documents concerning a corporation not for profit.

(3) A fee of \$15 in each case for filing papers relating to dissolution, amendment of articles of incorporation, or a merger or consolidation agreement.

History.—s. 6, ch. 59-427; s. 1, ch. 67-561; ss. 10, 35, ch. 69-106; s. 14, ch. 71-114.

617.02 Amendment of charter or articles of incorporation.—Any corporation reincorporated hereunder may amend its articles of incorporation as provided in the articles. Any corporation heretofore incorporated hereunder which has not reincorporated under s. 617.012, may amend its charter by resolution as provided in the bylaws. In any case, the charter or articles of incorporation shall be amended and the amendment incorporated therein only when the amendment has been filed with the Department of State, approved by it, and all filing fees have been paid. The Department of State shall not approve or file any amendment to the charter of a corporation heretofore incorporated hereunder which has not reincorporated pursuant to s. 617.012, unless such corporation has previously filed certified copies of its charter and all amendments thereto with the Department of State together with an affidavit executed by its president stating that such documents constitute copies of the charter of the corporation and all amendments thereto. Such certified copies and accompanying affidavit shall be received and filed by the Department of State when they are submitted to it and the filing fees specified in s. 617.015 are paid.

History.—RS 2261; GS 2832; RGS 4501; CGL 6497; s. 7, ch. 59-427; ss. 10, 35, ch. 69-106.

617.021 Corporate powers.—Every corporation not for profit organized hereunder, unless otherwise provided in its articles of incorporation or by law, shall have power to:

(1) Have succession by its corporate name for the period set forth in its articles of incorporation.

(2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(3) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."

(4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(5) Adopt, change, amend and repeal bylaws, not inconsistent with law or its articles of incorporation,

for the administration of the affairs of the corporation and the exercise of its corporate powers.

(6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors, managers or trustees so that the number shall not be less than three but may be any number in excess thereof.

(7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part in any state, territory, district, or possession of the United States or any foreign country.

(9) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(10) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(11) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(14) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(16) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

History.—s. 8, ch. 59-427; s. 1, ch. 73-171; s. 1, ch. 74-70.

617.022 Estoppel; ultra vires.—

(1) No body of persons acting as a corporation hereunder shall be permitted the want of legal organization as a defense to an action against it as a corporation, nor shall any person sued on a contract or sued for an injury to its property or a wrong done to its interests, be permitted to set up a want of such organization in his defense.

(2) No act of a corporation and no conveyance or transfer of real or personal property to or by a corporation shall be invalid by reason of the fact that the corporation was without capacity or power to do such act or to make or receive such conveyance or