

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of TROPICAL ISLES CO-OP, INC., a Florida corporation, filed on December 8, 2006, as shown by the records of this office.

The document number of this corporation is N06000012560.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighth day of December, 2006



CR2EO22 (01-06)

Sue M. Cobb
Sue M. Cobb
Secretary of State

ARTICLES OF INCORPORATION
OF
TROPICAL ISLES CO-OP, 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 719, Florida Statutes, hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

TROPICAL ISLES CO-OP, INC.

The principal office address is:

**281 Tropical Isles Circle
Ft. Pierce, Florida 34982**

ARTICLE II

REGISTERED AGENT/OFFICE

The name of the initial Registered Agent of this corporation is:

**Lee Jay Colling
Attorney-at-Law**

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

**529 Versailles Drive, Suite 103
Maitland, Florida 32751**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 DEC - 8 PM 1:19

APPROVED
AND
FILED

ARTICLE III

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:

1. *To operate 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.*
2. *To represent its members in TROPICAL ISLES CO-OP, INC., their successors and assigns, pursuant to the provisions of Chapters 617 and 719, Florida Statutes.*
3. *To negotiate for, acquire, finance, and operate TROPICAL ISLES MOBILE HOME PARK ("Park") on behalf of its members.*
4. *To convert the Club, once acquired, to a cooperative form of ownership. Upon acquisition of the property, the Corporation shall be the entity that operates and manages the cooperative in the ordinary course of business.*
5. *Operate and maintain common property, including without limitation the surface water management system including any mitigation areas as permitted by the applicable Florida Water Management District, if any, including all lakes, retention areas, culverts and related appurtenances.*
6. *Establish rules and regulations.*
7. *To institute, maintain, settle, or appeal actions or hearings in its name on behalf of its members concerning matters of common interest, including, but not limited to, the common property; structural components of a building or other improvements; mechanical, electrical, and plumbing elements serving the Club property; and protests of ad valorem taxes on commonly used facilities. In addition, the Corporation shall have all of the applicable powers specified in Chapters 607, 617, and 719, Florida Statutes.*

8. *To make, collect and enforce assessments and to lease, maintain, and replace the common areas.*
9. *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 Club property upon purchase or lease of the Club.*
10. *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.*
11. *Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."*
12. *Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation if allowed by the bylaws.*
13. *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.*
14. *Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.*
15. *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.*
16. *Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.*
17. *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.*

18. *Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.*
19. *Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.*
20. *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, municipally, or of any instrumentality thereof.*
21. *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 loaned or invested except as prohibited by Chapter 617.0833, Florida Statutes, or its Successor Statutes.*
22. *Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.*
23. *Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.*
24. *Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.*

ARTICLE IV

MEMBERSHIP

Membership in this Corporation shall be limited to persons who have purchased Membership Certificates in the Corporation. There shall be one vote per Membership. Upon the transfer of a Membership Certificate, either voluntarily or by operation of law, the transferee shall become a member of the Corporation if all the requirements for membership have been met.

ARTICLE V

PERPETUAL EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law. In the event the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

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 seven (7); 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

either the first annual meeting of the membership at which time an election of directors shall be held, or until a special meeting of the membership held for the purpose of electing a new Board of Directors to replace the initial Board. The manner in which the Directors shall be elected will be determined in the By-Laws.

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

NAME:

ADDRESS:

JAMES A. CULVER

**396 Tropical Isles Circle
Ft. Pierce, FL 34982**

ROBERT G. BEEMAN

**332 Tropical Isles Circle
Ft. Pierce, FL 34982**

JOANN CIMINO

**232 Sandy Bottom Place
Ft. Pierce, FL 34982**

JOYCE TERLINO

**465 Hemingway Terrace
Ft. Pierce, FL 34982**

GEORGE RUSSELL

**352 Seahorse Terrace
Ft. Pierce, FL 34982**

MARGARET HORRIGAN

**205 Travis Cay Place
Ft. Pierce, FL 34982**

JUDITH ANTRIM

**483 Pelican Shoal Place
Ft. Pierce, FL 34982**

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

*Lee Jay Colling
529 Versailles Drive, Suite 103
Maitland, FL 32751*

ARTICLE VIII

BY-LAWS

The power to amend or repeal the By-Laws shall be in the members. The affirmative vote of the majority of the voters present, in person or by proxy, at a meeting at which a quorum has been established, shall be necessary to exercise that power. The power to adopt the first By-Laws of the Corporation, however, shall be in the Board of Directors. A majority vote of the Directors shall be necessary to adopt the first By-Laws. If an Amendment to the By-Laws is required by any action of any Federal, State, or Local Governmental Authority or Agency, or any Law, Ordinance or Rule thereof, the Board of Directors may, by a majority vote, at a duly Noticed Meeting of the Board, Amend the By-Laws at any time, without notice to or a vote by the Membership. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with Chapters 617 and 719, Florida Statutes and these Articles of Incorporation.

ARTICLE IX

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation. Such amendment may be proposed and adopted in the manner provided by the By-Laws of the 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 6th day of December, 2006.

Lee Jay Colling
Lee Jay Colling
Incorporator

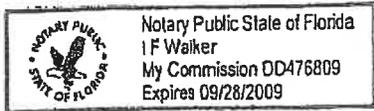
STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me, this day, personally appeared Lee Jay Colling, the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Articles of Incorporation, as Incorporator.

- Affiant is personally known to me, or
- Affiant produced his/her driver's license
- Affiant produced as identification:

WITNESS my hand and official seal this 6th day of December, 2006.

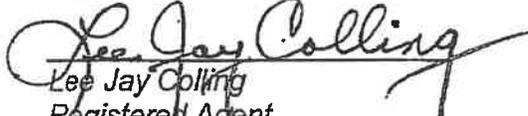
I F Walker
Signature of Notary Public
I F Walker
Typed or Printed Name of Notary
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of TROPICAL ISLES CO-OP, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 6th day of December, 2006.

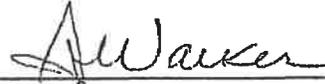

Lee Jay Colling
Registered Agent

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, this day, personally appeared Lee Jay Colling, the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Acceptance by Registered Agent.

- Affiant is personally known to me, or
- Affiant produced his/her driver's license
- Affiant produced as identification:

WITNESS my hand and official seal this 6th day of December, 2007.


Signature of Notary Public

IF. Walker
Typed or Printed Name of Notary
My commission expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED