

AMENDED

ARTICLES OF INCORPORATION

OF

SUGAR CREEK RESORT ASSOCIATION, INC.

Copy
8/12/87

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit as allowed by Section 719 and Section 617 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

1. NAME

The name of the corporation shall be SUGAR CREEK RESORT ASSOCIATION, INC., which shall hereinafter be referred to as the "Association."

2. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 719, Florida Statutes, for the operation of SUGAR CREEK RESORT, A Cooperative Campground, to be created pursuant to the provisions of Chapter 719, Florida Statutes.

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

(3.1) The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles of Incorporation or the Florida Statutes relating to cooperatives.

(3.2) The Association shall have all of the powers and duties set forth in Chapter 719, Florida Statutes, except as limited by these Articles of Incorporation and the By-Laws of the Association, and all of the powers and duties reasonably necessary to operate a cooperative campground created pursuant to the provisions of Chapter 719, Florida Statutes, as the same may be amended from time to time.

(3.3) All funds and the titles to all properties required by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of these Articles of

Incorporation, the By-Laws of the Association and the form of Proprietary Lease evidencing ownership.

(3.4) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Proprietary Lease and the By-Laws.

(3.5) The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the Lot or Unit Owners as allowed by the Proprietary Lease and the By-Laws.

(3.6) The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the sole or personal benefit of any member, officer or director of the Association or to any other private individual.

(3.7) The Association shall have no capital stock.

4. MEMBERSHIP

(4.1) The members of the Association shall consist of all of the Owners of Lots or Units in Sugar Creek Resort, A Cooperative Campground, hereinafter referred to as "Lots or Units."

(4.2) Membership shall be acquired by the issuance of a Proprietary Lease for a particular Lot or Unit, the Owner designated by such instrument thus becoming a member of the Association.

(4.3) The share 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 Lot or Unit.

(4.4) On all matters upon which the member shall be entitled to vote, there shall be one vote for each Lot or Unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one Lot or Unit shall be entitled to one vote for each Lot or Unit he owns.

5. EXISTENCE

The Association shall have perpetual existence.

6. SUBSCRIBERS

The name and address of the persons signing these Articles of

Incorporation are:

PETER H. LARGE , PRESIDENT
3300 26th Ave. E.
Bradenton, Florida 33508

WILLIAM GRAINGE , VICE PRESIDENT
3300 26th Ave. E.
Bradenton, Florida 33508

HAROLD E. VIRKLER , SECRETARY
3300 26th Ave. E.
Bradenton, Florida 33508

EDNA I. MITCHELL , TREASURER
3300 26th Ave. E. LOT # 39
Bradenton, Florida 33508

7. OFFICERS

The affairs of the Association shall be administered by a President, a Secretary and a Treasurer, and such other officers as the Board of Administration may from time to time designate. Any person may hold two offices. Officers of the Association shall be those set forth herein or elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Administration. The names and addresses of the officers who shall serve until their successors are designated by the Board of Administration are as follows:

PETER H. LARGE , PRESIDENT
3300 26th Ave. E.
Bradenton, Florida 33508

WILLIAM GRAINGE, VICE PRESIDENT
3300 26th Ave. E. LOT # 204
Bradenton, Florida 33508

HAROLD E. VIRKLER , SECRETARY
3300 26th Ave. E.
Bradenton, Florida 33508

EDNA I. MITCHELL, TREASURER
3300 26th Ave. E. LOT # 39
Bradenton, Florida 33508

8. BOARD OF ADMINISTRATION

(8.1) The affairs of the Association shall be managed by a Board of Administration who shall be members of the Association and

the membership of the Board of Administration shall consist of such number of members as shall be stated in the By-Laws; provided, however, that the Board shall always consist of at least five (5) members and the total membership shall always be an odd number of members.

(8.2) Members of the Board of Administration shall be elected at the annual meeting of the members in the manner and for the terms provided by the By-Laws. Members of the Board may be recalled and removed from office and vacancies on the Board shall be filled in the manner provided by the By-Laws.

(8.3) The names and addresses of the members of the Board of Administration who shall hold office until their successors are elected and have qualified, or until recalled or removed, are as follows:

Peter H. Large , President
3300 26th Ave. E. Lot # 45
Bradenton, Fl. 33508
Harold E. Virkler , Secretary
3300 26th Ave. E. Lot # 21
Bradenton, Fl. 33508

Donald Clough
3300 26th Ave E. Lot # 76
Bradenton, Florida 33508

David Arnold
3300 26th Ave. E.
Bradenton, Florida 33508

William Grainge , Vice President
3300 26th Ave. E. Lot # 204
Bradenton, Florida 333508

Edna I. Mitchell, Treasurer
3300 26th Ave. E. Lot # 39
Bradenton, Florida 33508

Roy Wallace
3300 26th Ave. E. Lot 233
Bradenton, Florida 33508

9. INDEMNIFICATION

Every member of the Board of Administration and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved by reason of his being or having been a members of the Board of Administration or Officer of the Association, whether or not he is a member of the Board or Officer at the time such expenses are incurred, except when the member of the Board or Officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, in the performance of his duties. The foregoing right

of indemnification shall be in addition to and exclusive of all other rights and remedies to which such member of the Board or Officer may be entitled.

10. BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded in the manner provided therein.

11. AMENDMENT

These Articles of Incorporation shall be amended in the following manner:

(11.1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

(11.2) A resolution for the adoption of a proposed amendment may be proposed by the Board of Administration of the Association or by the members of the Association. A members may propose such an amendment by instrument in writing directed to any member of the Board of Administration signed by not less than ten percent (10%) of the Association membership. Amendments may be proposed by the Board of Administration by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Administration, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Members of the Board of Administration and members of the Association not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be either by:

(a) Not less than seventy-five percent (75%) of the entire membership of the Board of Administration in addition to at least fifty-one percent (51%) of the votes of the entire membership of the Association; or

(b) Not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

(11.3) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section (3.3), without approval in writing by all members of the Association.

(11.4) A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes.

12. REGISTERED OFFICE AND AGENT

The street address of the registered office of this Association is 3300 26th Avenue East, Bradenton, Florida 33508, and the name of the registered agent and resident agent of this Association at that address is Patricia H. Starbird. Donald W. Clough

IN WITNESS WHEREOF, the undersigned subscribers have affixed their signatures hereto this 18 day of February, 1987.

Signed, sealed and delivered
in the presence of:

Man I. Long
Witnesses as to

Ph Long - PRESIDENT

M. Virginia McQuinn
Witnesses as to

William L. Brange, Vice Pres.

John Olson
Witnesses as to

Notary Public, State of Florida at Large
My commission expires June 3, 1990
BONDED thru LAWYERS SURETY.

Harold E. Vukela - Sec.
Patricia H. Starbird
Notary

James A. Bopp
Witnesses as to
Marion B. Wente
Witnesses as to

Edna I. Mitchell
Treas.

Patricia H. Starbird
Registered Agent

Witnesses as to

Resident Agent