

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LAKE HIGHLANDER RO ASSOCIATION, INC.

FILED
15 JAN 27 AM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the original Articles of Incorporation of Lake Highlander R.O. Association, Inc. were filed with the Florida Department of State on December 3, 1990, were amended by those Articles of Amendment to Articles of Incorporation of Lake Highlander R.O. Association, Inc., filed with the Florida Secretary of State on June 7, 2007, (collectively the "Articles"); and

WHEREAS, the Board of Directors and the membership have voted to amend and restate the Articles by the assent of a majority of all Members entitled to vote at the duly called and convened meeting of the Members held on December 11, 2014, pursuant to the Amendment provisions of the Articles.

NOW THEREFORE, the Articles of Lake Highlander R.O. Association, Inc., are hereby amended and restated in their entirety to read as follows:

The undersigned, a corporation not for profit in accordance with the laws of the State of Florida, in compliance with the requirements of Chapters 617 and 719, Florida Statutes, does hereby certify the following:

ARTICLE I
NAME

The name of this corporation is LAKE HIGHLANDER RO ASSOCIATION, INC., a Florida corporation, hereafter called the "Association".

ARTICLE II
OFFICE

The initial principal office and mailing address of this Association, which office and/or mailing address may be changed from time to time by action of the Board of Directors, shall be located at:

1500 County Road #1
#287
Dunedin, Florida 34698

ARTICLE III
REGISTERED OFFICE AND AGENT

The name of the Association's initial registered agent and street address of the office of the initial registered agent shall be:

Luke Rhoad
1500 County Road #1
Lot 230
Dunedin, Florida 34698

ARTICLE IV
PURPOSES AND POWERS

The general purpose for which the Association is organized is to engage in, conduct and carry on the business of operation of a mobile home owners association.

The Association has the power to negotiate for, acquire and operate the mobile home park on behalf of the mobile home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith. Upon completing the purchase of a mobile home park, the Association shall convert the same to a condominium, cooperative or other type of ownership.

The Association has the power to transact any or all lawful business for which corporations may be incorporated under Chapters 607 and 617, Florida Statutes. In addition, the Association shall also have all the following powers:

1. Exercise all of the powers and privileges specified in Section 617.021, Florida Statutes;
2. Promote the health, safety and general welfare of the residents of the mobile home park;
3. Fix, levy, collect and enforce payment by any lawful means all charges or assessments, if any, relating to ownership of the mobile home park, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;
4. Acquire, either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;
5. Borrow money, mortgage, pledge, and deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
6. Dedicate, sell or transfer in fee simple all or any part of this Association's property to any public bodies or governmental agencies or authorities or public or private utility companies;
7. Grant easements as to any Common Areas to public and private utility companies and to public bodies or governmental agencies or other entities or person, without cost or charge, where convenient, desirable or necessary in connection with the development of the property owned by the Association and the providing of utility, drainage and other services thereto;
8. Participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the Members entitled to vote;
9. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the property owned by the Association;
10. Contract for the maintenance and management of the property owned by the Association and authorize a management agent to assist the Association in carrying out its powers and duties and employ personnel necessary to fulfill the Association's duties;

11. Use the proceeds of assessments in the exercise of its powers and duties;
12. Maintain, repair, replace and operate the property owned by the Association;
13. Purchase insurance upon the property owned by the Association, and insurance for the protection of the Association, as more fully provided for in the Master Proprietary Lease. Notwithstanding anything herein to the contrary, the Association shall not be obligated to purchase insurance for the individual Units or any property located thereon;
14. Reconstruct improvements after casualty and further improve the property owned by the Association.

ARTICLE V
MEMBERSHIP

1. This corporation shall be organized on a non-stock basis and shall issue Membership Certificates instead of shares of stock. Two hundred ninety-three (293) Membership Certificates are authorized to be issued.

2. Every person or entity who has entered into a proprietary lease with the Association for a lot in the mobile home park and who has purchased a Membership Certificate in the Association as specifically provided for in the Bylaws shall be a Member of this Association. The foregoing is not intended to include persons or entities who hold an interest in a Membership Certificate merely as security for the performance of an obligation. Ownership of a Membership Certificate and proprietary leasehold, as referred to above, shall be the sole qualifications for membership. When any such proprietary lease is owned of record by two or more persons or other legal entity and such person also own a Membership Certificate, all such persons or entities shall be Members. A proprietary lessee of more than one mobile home lot shall be entitled to one membership for each such lot leased to him. Membership shall be appurtenant to and may not be separated from the proprietary leasehold and membership Certificate and may be transferred by the conveyance or other transfer of that lease and Membership Certificate pursuant to and as determined by the Bylaws of the Association.

3. Change of membership in the Association shall be established by the issuance of a Membership Certificate in the Association to such proprietary lease. The actual Membership Certificate is an essential instrument to a transfer. In order for a transfer to be valid, the transferring Member must produce the Membership Certificate (or post bond if the Membership Certificate is lost or destroyed) and have it transferred on the books of the Corporation, in accordance with the procedures and provisions provided more fully in the Bylaws. The owner of such Membership Certificate thus becomes a Member of the Association and the membership of the prior owner is terminated.

4. The interest 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 proprietary lease and Membership Certificate.

5. The owner of each Membership Certificate shall be entitled to one vote as a Member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VI
BOARD OF DIRECTORS

1. The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than five (5) directors and in the absence of such determination shall consist of five (5) directors. All directors shall be members of the Association.

2. Directors of the Association, other than the initial directors, shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EVELYN CERUTTI	1500 County Road #1 Lot 182 Dunedin, Florida 34698
JAMES CONNER	1500 County Road #1 Lot 76 Dunedin, Florida 34698
JAMES GANEY	1500 County Road #1 Lot 47 Dunedin, Florida 34698
AUSTIN GILBER	1500 County Road #1 Lot 250 Dunedin, Florida 34698
FRANK KINYON	1500 County Road #1 Lot 251 Dunedin, Florida 34698
WILLIAM McDONALD	1500 County Road #1 Lot 316 Dunedin, Florida 34698
GEORGE MICHAEL	1500 County Road #1 Lot 242 Dunedin, Florida 34698
LUKE RHOAD	1500 County Road #1 Lot 230 Dunedin, Florida 34698
JOHN ROSS	1500 County Road #1 Lot 89 Dunedin, Florida 34698

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

The names and addresses of the officers, who shall serve until their successors are designated by the Board of Directors, unless they sooner die, resign or are removed, are as follows:

<u>NAME/OFFICE</u>	<u>ADDRESS</u>
LUKE RHOAD, President	1500 County Road #1 Lot 230 Dunedin, Florida 34698
GEORGE MICHAEL, Vice President Chief Financial Officer and Treasurer	1500 County Road #1 Lot 242 Dunedin, Florida 34698
JOHN ROSS, Vice President Chief Operations Officer	1500 County Road #1 Lot 89 Dunedin, Florida 34698
AUSTIN GILBERT, Vice President Internal Audit	1500 County Road #1 Lot 250 Dunedin, Florida 34698
JAMES CONNER, Vice President Rules and Regulations	1500 County Road #1 Lot 76 Dunedin, Florida 34698
WILLIAM McDONALD, Vice President Recreational and Social Activities	1500 County Road #1 Lot 316 Dunedin, Florida 34698
JAMES GANEY, Vice President Sales and Communications	1500 County Road #1 Lot 47 Dunedin, Florida 34698
FRANK KINYON, Vice President Buildings and Grounds	1500 County Road #1 Lot 251 Dunedin, Florida 34698
EVELYN CERUTTI, Secretary	1500 County Road #1 Lot 182 Dunedin, Florida 34698

ARTICLE VIII
INCORPORATOR

The name and address of the original incorporator is:

HOLGER D. GLEIM
150 Second Avenue North
17th Floor
St. Petersburg, Florida 33701

ARTICLE IX
DISSOLUTION

This Association may be dissolved with the assent of not less than two-thirds (2/3) of the votes of the Members entitled to vote. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be liquidated or distributed for the benefit of the Members or as the Members direct pursuant to a Plan of Distribution of Assets. The Board of Directors shall adopt a resolution recommending a Plan of Distribution of Assets and submit the Plan to a vote at a meeting of members entitled to vote thereon, which may be either at an annual meeting or a special meeting. Written notice setting forth the proposed Plan of Distribution of Assets or a summary thereof must be given to each Member entitled to vote at such meeting in accord with these Articles of Incorporation or the Bylaws. The Plan of Distribution of Assets shall be adopted upon receiving at least a majority of the votes of the Members present at such meeting or represented by proxy.

A Plan of Distribution of Assets must provide that all liabilities and obligations of the Association be paid and discharged, or adequate provisions be made therefore. The remaining assets, if any, shall be distributed in equal shares to the Members, with each share of stock receiving one share of the distribution. The Plan of Distribution may include procedures for sale or other disposition of the assets. The Plan may include the establishment of a committee of three or more persons to decide on the sale price and terms for assets being sold, or the distribution of the assets. The Plan of distribution of Assets may specify whether an asset shall be sold, with the proceeds distributed equally, or if the asset itself may be distributed to one or more Members in exchange for a reduced distribution. The Plan may include provisions allowing Members to bid for purchase of assets, with the Member either paying cash or paying with credit against the distribution to his or her share. The Plan may include the distribution of assets to a charitable organization or to a community association which can make use of the assets.

A copy of the Plan of Distribution of Assets, authenticated by an officer of the Association and containing the officer's certificate of compliance with the requirements of Florida Statutes Section 617.1406 must be filed with the Department of State.

ARTICLE X
DURATION

This Association shall have perpetual existence, effective upon filing these Articles of Incorporation.

ARTICLE XI
BYLAWS

The Bylaws of this Association shall be initially adopted by a majority of the Board of Directors. Thereafter, the Bylaws shall be altered, amended or rescinded as provided therein.

ARTICLE XII
AMENDMENT

Amendments to these Articles may be adopted by a majority of the votes cast in favor of such amendment at a duly noticed meeting of the membership. Members who are not present in person at such meeting may cast their vote for amendment of these Articles by absentee ballot, mailed or personally delivered to the Corporation prior to such meeting. Notwithstanding Section 4.5 of the Bylaws, there shall be no quorum requirement for such meeting of the Members, however, at least one-third of the eligible voters must cast a ballot in order for any vote to amend the Articles to be valid.

ARTICLE XIII
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled.

ARTICLE XIV
NON-PROFIT NOT-FOR-PROFIT STATUS

The Association is a not-for-profit corporation as described by and governed by Florida Statutes Chapter 617.

ARTICLE XV
INFORMAL MEMBER ACTION

The holders of not less than a majority of the issued and outstanding Membership Certificates of the Association may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, THE LAKE HIGHLANDER R.O. ASSOCIATION, INC., has caused these Amended and Restated Articles of Incorporation, as properly approved by the membership at that meeting held on December 11, 2014, to be executed in accordance with the authority hereinabove expressed this 19 day of January 2015.

LAKE HIGHLANDER RO ASSOCIATION, INC.

By: Warren Bowman
Warren Bowman, President

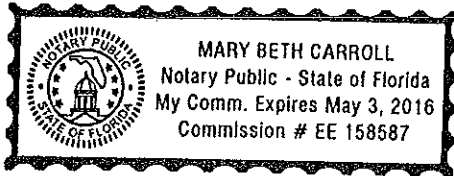
ATTEST:

Dick Duclow
Dick Duclow, Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officers, duly authorized to administer oaths and take acknowledgments, personally appeared Warren Bowman and Dick Duclow, who, after being duly cautioned and sworn, deposes and says that he/she has affixed his/her name to the foregoing Articles of Incorporation of Lake Highlander RO Association, Inc., a Florida not-for-profit corporation, as President and Secretary, respectively, of the Lake Highlander RO Association, Inc., for the purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Mary Beth Carroll
Mary Beth Carroll, Notary Public
My Commission Expires: May 13, 2016