

ARTICLES OF INCORPORATION  
OF  
ESTATES OF FORT LAUDERDALE  
PROPERTY OWNERS ASSOCIATION, INC.

A corporation not for profit

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WE, the undersigned, as representatives of the platted lot owners in Estates of Fort Lauderdale mobile home park, County of Broward, Florida, all of whom are of legal age, do hereby associate ourselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

The name of this corporation shall be:

ESTATES OF FORT LAUDERDALE PROPERTY OWNERS ASSOCIATION,  
INC.,

for convenience, hereinafter referred to as "Corporation".

ARTICLE II

The general nature, purposes, objectives and powers of this corporation are:

1. To establish a corporation which shall have all of the common law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of these Articles.
2. To represent and promote the health, recreation and social welfare of the members of the Corporation.
3. To operate, maintain, repair and improve structures and other improvements in Estates of Fort Lauderdale Mobile Home Park.
4. To take by assignment and carry out certain duties and rights held by Corporation's predecessor, ESCOM Enterprises, Inc., a Florida corporation, as such duties and rights are set forth in that certain Declaration of Covenants found in Official Records Book 4423, Page 834, of the Public Records of Broward County, Florida.
5. To operate without profit for the sole and exclusive benefit of its members.
6. To use and expend the monies collected by this Corporation to effectuate the purposes and powers of this Corporation.
7. To adopt by-laws and establish therein procedures and guidelines necessary for carrying out the purposes enumerated herein.
8. To generally do any and all things appropriate and necessary for the welfare, interest and benefits of the members, pursuant to and in accordance with the terms and provisions of the Articles of Incorporation, the By-Laws and any statutes, laws, rules and regulations of the State of Florida or any other governmental unit or agency.

ARTICLE III  
TERM

This corporation shall have perpetual existence.

ARTICLE IV  
MEMBERSHIP

1. The membership of this Corporation shall consist of all individuals who are or may hereinafter become owners of a platted residential lot in Estates of Fort Lauderdale Mobile Home Park in Broward County, Florida; and, each lot shall be entitled to one (1) vote.
2. Transfer of membership in this Corporation shall be established by the recording in the Public Records of Broward County, Florida of a deed or other instrument establishing a record title to a platted residential lot in Estates of Fort Lauderdale Mobile Home Park in Broward County, Florida, the owner of owners designated by such instrument thereby becoming a member of the Association. The membership in the Association of the prior owner or owners shall be thereby terminated.
3. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her platted lot.

ARTICLE V  
VOTING

1. A member may represent himself, or may authorize any other including the Corporation Secretary to act by proxy on his behalf, in all meetings or other activities which a member of the Corporation is entitled to attend or vote on.
2. A member may vote by written absentee on any Corporation matter on which he is entitled to vote, provided such absentee ballot is received by the Secretary of the Corporation no later than the deadline which may be set by the Board of Directors for receiving such ballot.
3. The members of the Corporation shall be entitled to one vote for each platted lot owned by them.
4. Cumulative voting shall be prohibited.

ARTICLE VI  
DIRECTORS

1. The affairs of the Corporation shall be managed by the Board of Directors consisting of no more than eleven (11) and no less than seven (7) Corporation members, with the number of Directors to be determined by the Board of Directors from time to time.
2. The Directors shall be elected at the annual meeting of the members in the manner set forth in the By-laws.
3. The initial Board of Directors shall hold office until their successors are elected and have qualified, or until removed.

4. Directors may be removed from office by a majority of the members at a duly called and constituted meeting of the members.
5. Vacancies on the Board of Directors may be filled by appointment made by the remaining members of the Board of Directors.

#### ARTICLE VII OFFICERS

1. The affairs of the Corporation shall be administered by officers elected from and by the Board of Directors at the organizational meeting which shall take place no later than ten (10) days from the election and qualification of said Board of Directors.
2. Officers may be removed by a two-thirds (2/3) vote of the entire Board of Directors at a duly called and constituted meeting of the Board.
3. The Board of Directors may choose such other officers and assistant officers as may be necessary to effectuate the purposes of this Corporation. Such additional officers or assistant officers need not be members of the Board.

#### ARTICLE VIII INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties where it is determined by a Court of Law that his actions were contrary to the interests of the corporation; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the corporation.

#### ARTICLE IX BY-LAWS

The Board of Directors may adopt By-Laws for the management, regulation and control of the corporation, not inconsistent with these Articles of Incorporation or the law of the State of Florida. By-Laws may be adopted, altered, amended or rescinded by two-thirds (2/3) vote of the directors present and voting at a duly called and constituted meeting, provided that a copy of the proposed By-Laws has been given to each director together with a notice of said meeting at least five (5) days prior to such meeting.

#### ARTICLE X

Amendment to the Articles of Incorporation shall be made in the following manner:

1. The Board of Directors shall adopt a resolution by majority vote setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members.
2. Written notice setting forth the proposed amendment of a summary of the changes to be made thereby shall be given to each member entitled to vote thereon together with a notice of the meeting at which the proposed amendments will be voted upon.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote, including absentee ballots of two-thirds (2/3) of the members entitled to vote thereon.

ARTICLE XI  
NOT FOR PROFIT STATUS

This corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of the income of the corporation shall inure to the benefit of its members, directors or officers except that reasonable compensation may be paid for service rendered to or for the corporation affecting one or more of its purposes.

ARTICLE XII  
REGISTERED AGENT

Pursuant to Florida Law, ESTATES OF FORT LADERDALE PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office in Broward County, Florida, has named STRALEY & OTTO, P.A., located at 2699 Stirling Road, Suite C-207, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state. Such registered agent may be changed from time to time by the Board of Directors of the Corporation, and notice of the registered agent of the Corporation shall be provided to and filed with the State of Florida, Division of Corporations.