

PROSPECTUS

GOLF LAKES RESIDENTS' COOPERATIVE, A RESIDENTIAL COOPERATIVE

THIS PROSPECTUS (COOPERATIVE DOCUMENTS) CONTAINS IMPORTANT MATTERS TO BE CONSIDERED WHEN ACQUIRING A COOPERATIVE UNIT.

THE STATEMENTS CONTAINED HEREIN ARE ONLY SUMMARY IN NATURE. A PROSPECTIVE PURCHASER SHOULD REFER TO ALL REFERENCES, ALL EXHIBITS HERETO, THE CONTRACT DOCUMENTS, AND SALES MATERIAL.

ORAL REPRESENTATIONS CANNOT BE RELIED UPON AS CORRECTLY STATING THE REPRESENTATIONS OF THE ASSOCIATION. REFER TO THE PROSPECTUS (COOPERATIVE DOCUMENTS) AND ITS EXHIBITS FOR CORRECT REPRESENTATIONS.

EXHIBIT "1"

GOLF LAKES RESIDENTS' COOPERATIVE, A RESIDENTIAL COOPERATIVE SUMMARY

1. THIS PLANNED COOPERATIVE IS FOR THE CONVERSION OF AN EXISTING MOBILE HOME PARK CONSISTING OF 780 UNITS.
2. INTERESTS IN THE COOPERATIVE WILL BE BY MEMBERSHIP CERTIFICATES IN GOLF LAKES RESIDENTS' ASSOCIATION, INC., A FLORIDA NON-PROFIT CORPORATION, AND A PROPRIETARY LEASE TO THE INDIVIDUAL UNIT.
3. OTHER THAN THE MASTER FORM PROPRIETARY LEASE AND THE INDIVIDUAL PROPRIETARY LEASES THEREUNDER, THERE IS NO GROUND LEASE OR RECREATIONAL FACILITIES LEASE ASSOCIATED WITH THIS COOPERATIVE.
4. THE ASSIGNMENT OR SUBLEASE OR TRANSFER OF UNITS IS RESTRICTED OR CONTROLLED. For full details regarding these restrictions, refer to Paragraph 15 of the Proprietary Lease, Exhibit "6" of this Prospectus.
5. THIS PROSPECTUS CONTAINS IMPORTANT MATTERS TO BE CONSIDERED IN ACQUIRING A COOPERATIVE UNIT.
6. THE STATEMENTS CONTAINED HEREIN ARE ONLY SUMMARY IN NATURE. A PROSPECTIVE PURCHASER SHOULD REFER TO ALL REFERENCES, ALL EXHIBITS HERETO, THE CONTRACT DOCUMENTS AND SALES MATERIALS.
7. ORAL REPRESENTATIONS CANNOT BE RELIED UPON AS CORRECTLY STATING THE REPRESENTATIONS OF THE DEVELOPER. REFER TO THIS PROSPECTUS AND ITS EXHIBITS FOR CORRECT REPRESENTATIONS.
8. PERMANENT OCCUPANCY OF THE UNIT IS RESTRICTED. ONE OCCUPANT MUST BE AT LEAST FIFTY-FIVE (55) YEARS OF AGE OR OLDER. NO OCCUPANT UNDER AGE OF FORTY-FIVE (45). See Paragraph 14 of the Proprietary Lease.
9. THERE ARE NO EXPRESS WARRANTIES UNLESS THEY ARE STATED IN WRITING BY THE OFFEROR.
10. PETS ARE NOT PERMITTED (AS IS SET FORTH IN SECTION VIII OF THE RULES AND REGULATIONS). CHILDREN ARE NOT ALLOWED TO RESIDE IN THE MOBILE HOME PARK AS IS SET FORTH IN SECTION VII OF RULES & REGULATIONS.

GOLF LAKES RESIDENTS' COOPERATIVE, A RESIDENTIAL COOPERATIVE
DESCRIPTION OF THE COOPERATIVE

1. NAME AND LOCATION:

(a) GOLF LAKES RESIDENTS' COOPERATIVE,
A RESIDENTIAL COOPERATIVE
5050 5TH STREET EAST
BRADENTON, FL 34203

(b) The maximum number of units that will use the common facilities is 780.

2. THE CORPORATION PLANS TO LEASE ALL OF THE UNITS OF THE COOPERATIVE BY THE EXECUTION OF A MEMORANDUM OF A MASTER FORM PROPRIETARY LEASE, WHICH IS TO BE RECORDED IN THE PUBLIC RECORDS OF MANATEE COUNTY, FLORIDA. "UNIT" MEANS A PART OF THE COOPERATIVE PROPERTY WHICH IS SUBJECT TO EXCLUSIVE USE AND POSSESSION. A UNIT MAY BE IMPROVEMENTS, LAND, OR LAND AND IMPROVEMENTS TOGETHER, AS SPECIFIED IN THE COOPERATIVE DOCUMENTS. "UNIT OWNER" OR "OWNER OF A UNIT" MEANS THE PERSON HOLDING A SHARE IN THE COOPERATIVE ASSOCIATION AND A LEASE OR OTHER MUNIMENT OF TITLE OR POSSESSION OF A UNIT THAT IS GRANTED BY THE ASSOCIATION AS THE OWNER OF THE COOPERATIVE PROPERTY.

3. DESCRIPTION OF THE COOPERATIVE:

(a) GOLF LAKES RESIDENTS' COOPERATIVE, A RESIDENTIAL COOPERATIVE is located in Manatee County, Florida, and consists of a fully developed Mobile Home Park of 780 spaces.

(b) Each mobile home unit is provided with central utilities such as water, sewer, electricity and telephone. The Corporation will own all of the improvements to the real estate but shall not own any of the mobile home or the personal property placed on or in a mobile home by a member or tenant.

(c) A copy of the complete plot plan showing the location of the units and other facilities used only by the unit owners is included in Exhibit "14" of this Prospectus.

4. DESCRIPTION OF THE RECREATIONAL AND OTHER FACILITIES:

(a) There is no recreational facilities lease associated with this Cooperative. The unit owners are not required to be lessees of or pay rental under the recreational lease.

(b) Recreational and other facilities being committed to Cooperative ownership as common facilities are described in Exhibit "13".

(c) The Association may charge use fees or rental for the right of exclusive use of the common areas.

EXHIBIT "2"

5. THE COOPERATIVE IS BEING CREATED BY CONVERSION OF AN EXISTING FULLY DEVELOPED MOBILE HOME PARK.

6. THE COOPERATIVE WILL BE COMPLETELY UNDER THE CONTROL OF THE MEMBERS AND THE ASSOCIATION. NO OTHER PERSON HAS CONTROL OF ANY PROPERTY THAT WILL BE USED BY THE MEMBERS. REFER TO THE MASTER FORM PROPRIETARY LEASE AND BYLAWS FOR FURTHER DETAILS ON ASSOCIATION CONTROL.

7. THE OFFEROR IS THE ASSOCIATION AND, THEREFORE, THE ASSOCIATION CONTROLS THE CONVERSION AND THE COOPERATIVE FROM THE OUTSET.

8. SUMMARY OF RESTRICTIONS: THE SALE OF MEMBERSHIP CERTIFICATES AND THE SUBLEASE OR TRANSFER OF UNITS IS RESTRICTED OR CONTROLLED. SEE PARAGRAPH 15 OF THE PROPRIETARY LEASE AND REFER TO THE BYLAWS.

COPIES OF THE PROPRIETARY LEASE (Exhibit "7") AND THE BYLAWS (Exhibit "4") ARE ATTACHED.

9. THE PROPRIETARY LEASE (Exhibit "7") AND THE RULES AND REGULATIONS (Exhibit "15") ARE ATTACHED. THESE DOCUMENTS CONTAIN CERTAIN RESTRICTIONS, A SUMMARY OF WHICH ARE:

(a) Mobile homes within the Park shall be a minimum of 12 x 50 actual box. The double wide is to be not less than 700 square feet actual box.

(b) The mobile homes shall be maintained by the member occupying the units.

(c) The recreation facilities are for the use of the members, residents and guests.

(d) Use of the recreational facilities are subject to certain rules regarding the age of guests, apparel, hours of use and the like.

(e) There are limitations on the period of time that a guest may stay in a mobile home located on a unit and there are certain charges imposed if the guest stays beyond the allowed time.

(f) There are regulations on the speed of vehicles and other uses of the driveways and thoroughfares throughout the Mobile Home Park.

(g) Pets are not permitted. Persons under eighteen years of age are not allowed to permanently reside in the Mobile Home Park.

(h) The assignment of a proprietary lease and transfer of a membership certificate is subject to certain restrictions which require the tenant thereof to apply on a form provided by the association for consent to the transfer which consent shall be given or withheld upon the grounds set forth in the proprietary lease. The proprietary lease further sets forth the time period within which the consent must be given or denied.

SEE PARAGRAPH 15 OF THE PROPRIETARY LEASE FOR FURTHER RESTRICTIONS.

10. THERE IS NO LAND OFFERED BY THE OFFEROR FOR USE BY THE MEMBERS THAT IS NOT OWNED BY THE ASSOCIATION.

11. UTILITIES WHICH SERVE THE COOPERATIVE ARE AS FOLLOWS:

Water Supply:	Manatee County
Sewer System:	Manatee County
Waste Disposal:	Golf Lakes
Electricity:	Florida Power & Light
Telephone:	Verizon
Cable TV	Bright House
Storm Drainage	Manatee County

12. THE ASSOCIATION WILL MANAGE THE COOPERATIVE FROM THE TIME OF CREATION THEREOF.

13. THE APPOINTMENT OF THE COMMON EXPENSES HAS BEEN DETERMINED BY A FORMULA BASED ON THE NUMBER OF UNITS. THIS FORMULA IS THEN APPLIED TO THE TOTAL COMMON EXPENSES OF THE ASSOCIATION TO ARRIVE AT THE COST PER UNIT. THE OWNERSHIP OF THE COMMON FACILITIES AND THE EQUITY IN THE COOPERATIVE CORPORATION (ASSOCIATION) HAS ALSO BEEN APPORTIONED ACCORDING TO THE TOTAL NUMBER OF UNITS. EACH UNIT'S PROPORTIONATE SHARE OF THE EQUITY IN THE CORPORATION AND APPORTIONMENT OF THE COMMON EXPENSES IS 1/780.

14. THE ESTIMATED OPERATING BUDGET OF THE INDIVIDUAL UNITS AND THE ASSOCIATION ARE INCLUDED IN EXHIBIT "5" OF THE PROSPECTUS.

15. THE ESTIMATED CLOSING COSTS TO BE PAID BY THE LESSEE/MEMBER CONSISTS OF:

(a) Attorney's fees for lessee's attorney, if any.

(b) Mortgage financing costs and stamps on note and mortgage, if applicable.

16. AFTER CLOSING, LESSEE/MEMBER SHALL BE PROVIDED, AT LESSOR'S EXPENSE, A LESSEE TITLE INSURANCE OR GUARANTY POLICY IN THE AMOUNT OF THE PURCHASE PRICE.

17. THE OFFEROR OF GOLF LAKES RESIDENTS' COOPERATIVE, A RESIDENTIAL COOPERATIVE IS GOLF LAKES RESIDENTS' ASSOCIATION, INC., A FLORIDA NON-PROFIT CORPORATION.

18. THE PRINCIPAL DIRECTING THE CREATION AND DEVELOPMENT OF THE COOPERATIVE IS:

(a) There is no principal individual directing the creation and development of the Cooperative. The Cooperative is being offered by a non-profit corporation organized under Florida Statutes Chapter 723 by the tenants in GOLF LAKES RESIDENTS' COOPERATIVE, A RESIDENTIAL COOPERATIVE. Those tenants formed a corporation for the purpose of purchasing GOLF LAKES RESIDENTS' COOPERATIVE, A RESIDENTIAL COOPERATIVE from the prior owner, which purchase has been completed, and converting the mobile home park into cooperative form of ownership. The individuals have no previous experience in development of cooperatives, are not being paid any fees of any nature whatsoever in connection with the formation of the Corporation and conversion to cooperative form of ownership, are not paid salaries and receive no compensation for their services.

19. Golf Lakes Mobile Estates offers the following significant facilities and services for its residents: easy access for the handicapped to the clubhouse and bathrooms; full office and sales services; 15 m.p.h. speed limit which is enforced to make roads safe for bicycles, tricycles and pedestrians; shuffleboard courts, lawn bowling court, horseshoe pits, golf course, driving net, putting green, picnic areas, fish-cleaning facilities, a lending library, craft and painting classes conducted in the clubhouse; pool room, ceramic room with kilns, exercise and aerobic classes, kitchen and dining facilities available to the membership; social directors and committees to direct musicals, breakfasts, dinners with free seminars on subjects such as Medicare, wills, health and tax information; free blood pressure checks monthly; emergency plan for notifying next of kin in case of an emergency; records and location of all handicapped persons to evacuate in case of emergency.

20. The policies and procedures of Golf Lakes Mobile Estates are clearly outlined in the prospectus and are uniformly enforced throughout the park.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GOLF LAKES RESIDENTS' ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on March 13, 1984, as shown by the records of this office.

The document number of this corporation is N01905.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
24th day of November, 1986.



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone
Secretary of State

CR2E022 (10-85)

ARTICLES OF INCORPORATION
OF
GOLF LAKES RESIDENTS' ASSOCIATION, INC.
(A Corporation Not For Profit)

We, the undersigned, with other persons being desirous of forming a corporation for non profit purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following;

ARTICLE I

Name

The name of this corporation is GOLF LAKES RESIDENTS' ASSOCIATION, INC.

ARTICLE II

Purposes

The general nature of the objectives and purposes of this corporation shall be to promote fellowship, recreation, joint community interest for the benefit of the residents and to exercise the rights provided in F.S.83.7730, Laws of Florida. The corporation shall have all powers provided for in Chapter 83-219 1983 Session Laws.

ARTICLE III

Qualification of Members

All residents of Golf Lakes Mobile Home Park shall be members of the Association, but shall be non-voting members unless they shall have paid annual dues established by the corporation.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually unless sooner dissolved by law.

ARTICLE V

Subscribers

The names and residences of the subscribers to these articles are:

EXHIBIT "3"

<u>NAME</u>	<u>RESIDENCE</u>
Walter Hofman	706 -- 48 th B Ave. E. Bradenton, Florida 33508
Lewis Siegel	811 -- 82 nd Ave. Circle Drive Bradenton, Florida 33508
Joan Ostrander	4916 -- 3 rd A Street Bradenton, Florida 33508
Don Reynolds	5120 -- 6 th C Street Bradenton, Florida 33508
Lawrence Childs	504 -- 50 th D Avenue Bradenton, Florida 33508
Margaret Hall	4905 -- 3 rd B Street Bradenton, Florida 33508
Roy King	715 -- 49 th Avenue Drive Bradenton, Florida 33508
Henry Smethurst	4908 -- 3 rd A Street Bradenton, Florida 33508
Cyril Trainor	4812 -- 8 th B Street Bradenton, Florida 33508

ARTICLE VI

Officers

1. The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer (or Secretary-Treasurer) and such other officers as may be provided in the By-laws.
2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	Walter Hofman
Vice President	Lewis Siegel
Secretary	Joan Ostrander
Treasurer	Don Reynolds

3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VII

Board of Directors

1. The business affairs of this corporation shall be managed by the Board of

Directors. This corporation shall have 9 directors initially. The number of directors may be increased from time to time by the By-Laws but never be less than 5.

2. The Board of Directors shall be members of the corporation.
3. Members of the Board of Directors shall be elected to hold office in accordance with the ByLaws.
4. The names and addresses of the persons who are to serve as directors for the ensuing year or until the first annual meeting of the corporation are:

<u>NAME</u>	<u>RESIDENCE</u>
Walter Hofman	706 - 48 th B Ave. E. Bradenton, Florida 33508
Lewis Siegel	811 - 82 nd Ave. Circle Drive Bradenton, Florida 33508
Joan Ostrander	4916 - 3 rd A Street Bradenton, Florida 33508
Don Reynolds	5120 - 6 th C Street Bradenton, Florida 33508
Lawrence Childs	504 - 50 th D Avenue Bradenton, Florida 33508
Margaret Hall	4905 - 3 rd B Street Bradenton, Florida 33508
Roy King	715 - 49 th Avenue Drive Bradenton, Florida 33508
Henry Smethurst	4908 - 3 rd A Street Bradenton, Florida 33508
Cyril Trainor	4812 - 8 th B Street Bradenton, Florida 33508

ARTICLE VIII

By-Laws

The By-Laws of this corporation may be made, altered or rescinded by a two-thirds (2/3) vote of the members present at any meeting of this corporation in which there is a quorum.

ARTICLE IX

Amendments

1. These Articles of Incorporation may be amended at a special meeting of

the membership called for that purpose by a two-thirds (2/3) vote of those present, provided there is a quorum.

2. Amendments may also be made at a regular meeting of the membership upon notice given as provided by the By-Laws of intention to submit such amendments. The location of this corporation shall be at Golf Lakes Recreational Hall, 5050 Fifth Street East, Bradenton, Florida 34203.

ARTICLE X

Nonprofit Status

1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.
2. The corporation shall not carry on propaganda or otherwise act to influence legislation.

ARTICLE XI

Dues

The amount of yearly dues and assessments payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XII

Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIII

Meetings

1. The annual meeting for the election of members of the Board of Directors shall be held on the first Monday of March, and installation shall be on the first Monday of April of each year.
2. The corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings.

3. A majority of the board members shall constitute a quorum for the holding of any meeting of the Board.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals this 10th day of February, 1984, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Signed, Sealed and Delivered
In the Presence of:

J. C. Lange Walter Hofman (SEAL)
WALTER HOFMAN

Norman H. Webster
As to Walter Hofman

J. C. Lange L. C. Siegel (SEAL)
LEWIS SIEGEL

Norman H. Webster
As to Lewis Siegel

J. C. Lange Joan Ostrander (SEAL)
JOAN OSTRANDER

Norman H. Webster
As to Joan Ostrander

J. C. Lange Donald P. Reynolds (SEAL)
DON REYNOLDS

Norman H. Webster
As to Don Reynolds

J. C. Lange Lawrence Childs (SEAL)
LAWRENCE CHILDS

Norman H. Webster
As to Lawrence Childs

J. C. Lange Margaret Hall (SEAL)
MARGARET HALL

Norman H. Webster
As to Margaret Hall

J. C. Lange Hazel Hirsch (SEAL)
HAZEL HIRSCH

Norman H. Webster
As to Hazel Hirsch

Signed, Sealed and Delivered
In the Presence Of:

J. A. [Signature] Henry A. Smethurst (SEAL)
HENRY SMETHURST
[Signature]
As to Henry Smethurst

[Signature] Cyril Trainor (SEAL)
CYRIL TRAINOR
William A. Mullif
As to Cyril Trainor

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority personally
appeared WALTER HOFMAN, LEWIS SIEGEL, JOAN OSTRANDER, DON
REYNOLDS, LAWRENCE CHILDS, MARGARET HALL, HAZEL HIRSCH, HENRY
SMETHURST and CYRIL TRAINOR, to me well known and known to
me to be the persons described in and who executed the
foregoing Articles of Incorporation and acknowledged before
me that they executed the same freely and voluntarily for
the purposes therein expressed.

WITNESS my hand and official seal at said County
and State this 20th day of February, 1964.

[Signature]
Notary Public

My Commission Expires:
BY U. S. DEPT. OF COMMERCE MAY 11, 1970

CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 607.034, Florida Statutes,
the following is submitted, in compliance with said Act:

FILED

1. The Principal Office of GOLF LAKES RESIDENTS' ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, is: Golf Lakes Recreational Hall, 5050 Fifth Street East, Bradenton, Florida 34203.

2. The Registered Office of this corporation is:
701 - 11th Street West, Bradenton, Florida 33505.

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS M. GALLEN	701 - 11th Street West Bradenton, Florida

4. The name and address and respective office of each member of the Board of Directors of this corporation and the subscribers of this corporation are:

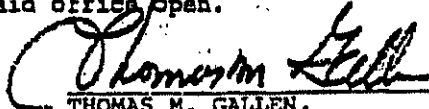
<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
WALTER HOFMAN	706 - 48B Avenue East Bradenton, Florida 34203	President & Director
LEWIS SIEGEL	811 - 82nd Ave. Cir. Drive Bradenton, Florida 34203	Vice President & Director
JOAN OSTRANDER	4916 - 3A Street Bradenton, Florida 34203	Secretary & Director
RON REYNOLDS	5120 - 6C Street Bradenton, Florida 34203	Treasurer & Director
LAWRENCE CHILDS	504 - 50D Avenue Bradenton, Florida 34203	Director
MARGARET HALL	4905 - 3B Street Bradenton, Florida 34203	Director
HAZEL HIRSCH	4809 - 8B Street Bradenton, Florida 34203	Director
HENRY SMETHURST	4908 - 3A Street Bradenton, Florida 34203	Director
CYRIL TRAINOR	4812 - 8D Street Bradenton, Florida 34203	Director

GOLF LAKES RESIDENTS' ASSOCIATION,
INC.

By: Walter Hofman
(Corporate Officer)

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept such designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.



THOMAS M. GALLEN,
Registered Agent

MAILED
MAY 13 8 05 AM
SECRETARY OF STATE

PAID

State of Florida



Department of State

I certify from the records of this office that GOLF LAKES RESIDENTS' ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on March 13, 1984.

The document number of this corporation is N01905.

I further certify that said corporation has paid all fees due this office through December 31, 1987, and its status is active.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
25th day of September, 1987.



Jim Smith

Jim Smith
Secretary of State

CR2ED22 (10-85)

CERTIFICATE OF
AMENDMENT AND RESTATEMENT
ARTICLES OF INCORPORATION
OF
GOLF LAKES RESIDENTS' ASSOCIATION, INC.

The undersigned hereby certifies and acknowledges that these amended and restated Article of Incorporation for the corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, in Chapter 719 and under Chapter 723, Florida Statutes, as amended (the "Acts") have been duly adopted:

ARTICLE 1. NAME

The name of the corporation shall be GOLF LAKES RESIDENTS' ASSOCIATION, INC.:

ARTICLE 2. DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is organized is to engage in, conduct and carry on the business of operation of a mobile home owners association pursuant to F.S. Chapter 723; the corporation 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; and to transact any or all

lawful business for which corporation may be incorporated under the Acts. In addition, the corporation shall have all the powers specified in Section 617.021 Florida Statutes. Upon completing the purchase of the Mobil Home Park, it shall convert the same to a condominium, cooperative or other type of ownership.

ARTICLE 4. MEMBERSHIP

The members of the corporation are bona fide owners of a mobile home located in the park, or a family member of such owner who have purchased a membership certificate in the corporation.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 240 North Washington Boulevard, Sarasota, Florida 34237 and the name of the registered agent of the corporation at such address is WILLIAM R. KORP.

ARTICLE 6. DIRECTORS

The Board of Directors shall consist of no more than nine (9) members. The names and addresses of the persons who are currently serving as directors until their successors are elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
HAROLD BRIGHAM	4927 7 TH Street Bradenton, FL 34203
EDWARD SULLIVAN	717 49 TH Avenue Bradenton, FL 34203

ROBERT RAMSEY	4906 3 rd B Street Bradenton, FL 34203
EARLE WELLMAN	708 49 TH A Avenue Drive Bradenton, FL 34203
SHIRLEY DORRANCE	401 49 TH A Avenue Bradenton, FL 34203
ERO MCCOY	5120 5 TH Street Bradenton, FL 34203
ELMER MEYERS	4901 1 ST A Street Bradenton, FL 34203
DON BELYEA	5115 6 th C Street Bradenton, FL 34203
PETER YUCH	5121 5 TH A Street Bradenton, FL 34203

ARTICLE 7. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

- 7.1 Meetings of Members and Directors. Meetings of the members and directors of the corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors.
- 7.2 Bylaws. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of two-thirds (2/3) of the members shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Acts and these Articles of Incorporation.

7.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the duly elected Secretary of the corporation, certifies the adoption of the amended and restated Articles of Incorporation at a meeting of the corporation duly called for that purpose.


ROBERT RAMSEY
Secretary

STATE OF Pa
COUNTY OF Allegheny

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that ROBERT RAMSEY, being the Secretary referred to in the foregoing Amendment and Restatement of Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 12 day
of Sept, 1997.


Notary Public

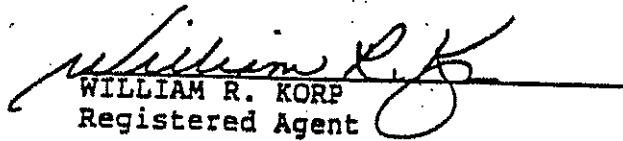
My Commission Expires:

WRK:85889RCAA

JAMES WM. CAMERON, NOTARY PUBLIC
McCANDLESS TOWNSHIP, ALLEGHENY COUNTY
MY COMMISSION EXPIRES AUG. 23, 1990
Member, Pennsylvania Association of Notaries

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles.
Simultaneously, I hereby accept the appointment as Registered Agent.


WILLIAM R. KORP
Registered Agent