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**JUN 13 2002**

**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

LEE JAY COLLING  
& ASSOCIATES, P.A.

June 7, 2002

LEE JAY COLLING  
682 MAITLAND AVE  
ALTAMONTE SPRINGS, FL 32701

The Articles of Incorporation for OLD BRIDGE VILLAGE CO-OP, INC. were filed on June 6, 2002 and assigned document number N02000004334. Please refer to this number whenever corresponding with this office regarding the above corporation.

**PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.**

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Dale White, Document Specialist  
New Filings Section

Letter Number: 002A00037643

### 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, if appropriate, 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 Old Bridge Village 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 Old Bridge Village Mobile Home Park ("Park") on behalf of its members.*
4. *To convert the Park, 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 without limitation, 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 Park property; and protests of ad valorem taxes on its property including commonly used facilities. In addition, the Corporation shall have all of the applicable powers specified in Chapters 607, 617, and 719, Florida Statutes, and other applicable 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 Park property upon purchase or lease of the Park.
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 or decrease, 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.*
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 certificate. 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 **nine (9)**; 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:

Richard J. Gibson III, Director

808 Adam Drive  
N. Fort Myers, FL 33917

Carol A. Brode, Director

797 Adam Drive  
N. Fort Myers, FL 33917

Douglas H. Haehnel, Director

814 Adam Drive  
N. Fort Myers, FL 33917

Shirley Swanberg, Director

791 Adam Drive  
N. Fort Myers, FL 33917

Carol Anne Barlow, Director

536 Paul Revere Loop  
N. Fort Myers, FL 33917

Rose Marie Lenz, Director

85 Constitution Way  
N. Fort Myers, FL 33917

Thomas Schneider, Director

579 Sir Walter's Way  
N. Fort Myers, FL 33917

Richard Gray, Director

677 Miles Standish Lane  
N. Fort Myers, FL 33917

Andrew Whiteaker, Director

588 Sir Walter's Way  
N. Fort Myers, FL 33917

## ARTICLE VII

### INCORPORATOR

*The name and address of the Incorporator signing these Articles of Incorporation*

is:

Lee Jay Colling  
682 Maitland Avenue  
Altamonte Springs, Florida 32701

## 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. 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 24 day of May, 2002

  
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.

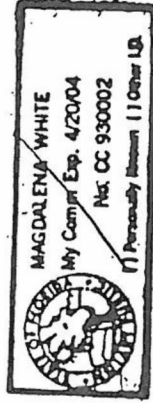
- Affiant is personally known to me, or
- Affiant produced his/her driver's license
- Affiant produced as identification:

WITNESS my hand and official seal this 24<sup>th</sup> day of May, 2002

  
Signature of Notary Public

Magdalena White  
Typed or Printed Name of Notary

My commission expires:





FILED

ACCEPTANCE BY REGISTERED AGENT

02 JUN -6 AM 9:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Dated this 24<sup>th</sup> day of May, 2002

Lee Jay Colling  
Lee Jay Colling  
Registered Agent

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 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 24<sup>th</sup> day of May, 2002

Magdalena White  
Signature of Notary Public

Magdalena White  
Typed or Printed Name of Notary

My commission expires:

