

# STATE OF FLORIDA

DEPARTMENT OF STATE



I, BRUCE A. SMATHERS, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

## CERTIFICATE OF INCORPORATION

OF

VENTURE HARBOUR, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 31st day of January, A.D., 1975, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 31st day of January, A.D., 19 75



*Bruce A. Smathers*

SECRETARY OF STATE

ARTICLES OF INCORPORATION

FILED

OF

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VENTURE HARBOUR, INC.

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under the following proposed Charter:

ARTICLE I - NAME

The name of the corporation shall be VENTURE HARBOUR, INC., and it is to be located at U.S. Highway A-1-A, Hutchinson Island, St. Lucie County, Florida.

ARTICLE II - OBJECT

The general nature of the object of the corporation shall be to operate and administer Mobile Home lots, utilities and recreational facilities and buildings to be known as VENTURE HARBOUR, INC., located in the County of St. Lucie, State of Florida.

ARTICLE III - POWERS

The powers of the Association shall include the following:

a) To have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida.

b) To operate and administer a Mobile Home Park, Utilities, buildings and appurtenances in compliance with the laws of the State of Florida.

c) To have all of the powers reasonably necessary to implement the purposes of a corporation, including but not limited to the following:

1) To make and collect assessments against members to defray the costs of the Mobile Home Park.

2) To use the proceeds of assessments in the exercise of its powers and duties.

3) To provide that maintenance, repair, replacement and operation of all common properties, roads, sea walls, utility and recreational facilities shall be accomplished in accordance with the By-Laws of the Corporation.

4) To provide for the reconstruction of improvements after casualty and the future improvement of the common property.

5) To make and amend reasonable regulations respecting the use of properties in the Mobile Home Park as set forth in the By-Laws of the Corporation.

6) To approve or disapprove of proposed purchasers, lessees and mortgagees of Mobile Home Park property.

7) To enforce by legal means the provisions of the Mobile Home Park documents, this charter, the by-laws of the corporation and the regulations for the use of the property in the Mobile Home Park.

8) To contract for the management of the Mobile Home Park and to delegate to such contractor all powers and duties of the corporation except as are specifically required by the By-Laws to have the approval of the Board of Directors or membership of the corporation.

d) All funds and the titles of all properties acquired by the corporation and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the By-Laws.

#### ARTICLE IV - MEMBERSHIP

The qualification of members, the manner of their admission and voting by members shall be as follows:

(a) Each owner of a lot in the Mobile Home Park shall be a member of the corporation and no other person or entities shall be entitled to membership.

b) Membership in the corporation shall be established by the recording in the Public Records of St. Lucie County, Florida, a deed or other instrument establishing a change of record title to a lot in the Mobile Home Park and the delivery to the corporation of a certified copy of such instrument, the new owner designated by such instrument thereby becoming a member of the corporation. Membership of any prior owner shall be thereby terminated.

c) The share of a member in the funds and assets of the corporation can not be assigned, hypothecated or transferred in any manner except as an appurtenance to ownership of a Lot in the Mobile Home Park.

d) Members of the corporation shall be entitled to one vote for each lot owned by them. Voting rights shall be exercised in the manner provided in the by-laws.

#### ARTICLE V - TERM

This corporation shall have perpetual existence.

#### ARTICLE VI - BOARD OF DIRECTORS

a) The business affairs of this corporation shall be managed

by a Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than three (3).

b) The directors shall be members of the corporation.

c) The members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

d) The names and addresses of the persons who are to serve for the ensuing year, or until the first annual meeting of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE ATKIN	Venture Out A-4, Route 2, Jensen Beach, Florida 33457
ERNESTO RAVINET	Venture Out B-12, Route 2, Jensen Beach, Florida 33457
ALFRED JONES	Venture Out A-6, Route 2, Jensen Beach, Florida 33457

#### ARTICLE VIII - OFFICERS

a) The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

b) The names and addresses of the officers who shall serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LAWRENCE ATKIN	President	Venture Out A-4, Route 2, Jensen Beach, Florida 33457
ERNESTO RAVINET	Vice-President	Venture Out B-12, Route 2, Jensen Beach, Florida 33457
ALFRED JONES	Secretary- Treasurer	Venture Out A-6, Route 2, Jensen Beach, Florida 33457

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

#### 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 in which he may become involved by reason of his being or having been a director or officer of the corporation or any settlement thereof, whether or not he is a director or officer at the time such expenses

SC( ) AND TILTON,  
P.A.

ATTORNEYS AT LAW  
24 RICOU ROAD  
JENSEN BEACH, FLORIDA  
33457

are incurred, except in such a case where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approve such settlements and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE IX- BY-LAWS

a) The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

b) Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of its members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members and approved at any meeting by a two-thirds (2/3) vote of the members present, provided that not less than fifteen (15) days notice by mail shall be given to all members setting forth the proposed amendment.

#### ARTICLE XI - SUBSCRIBERS

The names and addresses of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE ATKIN	Venture Out A-11, Route 2, Jensen Beach, Florida 33457
ERNESTO RAVINET	Venture Out B-12, Route 2, Jensen Beach, Florida 33457
ALFRED JONES	Venture Out A-6, Route 2, Jensen Beach, Florida 33457

#### ARTICLE XII- RESIDENT AGENT

C.N. TILTON, of Jensen Beach, Florida, is hereby appointed as Resident Agent for this Corporation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this \_\_\_\_\_ day of January, 1975.