

Approved March 15, 2018

AMENDED
ARTICLES OF INCORPORATION
OF
WINDMILL VILLAGE AT PUNTA GORDA INC.

ARTICLE I NAME

The name of the Corporation is:
WINDMILL VILLAGE AT PUNTA GORDA, INC.
A Corporation Not for Profit

ARTICLE II DURATION

This Corporation will exist perpetually.

ARTICLE III PURPOSE

The purposes of this Corporation are to own and operate a resident-owned manufactured home community, WINDMILL VILLAGE AT PUNTA GORDA, Inc. in Charlotte County, Florida, hereinafter “Community”, as provided by law on a not-for-profit basis and attendant thereto to do all such things as may be appropriate in relation to the purchase, ownership and operation of such a business, as well as to engage in all lawful endeavors as provided by the Florida General Corporation Act, Chapter 607 of Florida Statutes and the Not For Profit Corporation Act, Chapter 617 of Florida Statutes.

The Corporation will have the power and responsibility to own and operate the manufactured home community on behalf of the shareholders.

ARTICLE III PURPOSE (CONT')

The Corporation is the entity that owns the record interest in the Property as recorded in the Public Records of Charlotte County (See Appendix A. for legal description); being incorporated herein by reference), and including all the improvements and property thereon of every sort and description save and except personal and real property in the name or names of the residents or Shareholders whether jointly or severally.

The Corporation may contract, sue, or be sued with respect to the exercise or non-exercise of its powers. For these purposes the powers of the Corporation include, but are not limited to, the maintenance, management, and operation of Community property and other matters of common interest. The Corporation may institute, maintain, settle, or appeal actions or hearings in its name on behalf of all shareholders concerning matters of common interest, including, but not limited to, the Community's property; structural components of buildings or other improvements; mechanical, electrical, and plumbing elements serving the property; enforcement of these Articles of Incorporation, the Bylaws and Rules and Regulations of the Corporation; and protests of taxes and assessments levied against the Community's property by governmental authorities. If the Corporation has the authority to maintain a class action, the Corporation may be joined in an action as representative of that class with reference to litigation and disputes involving the matters for which the Corporation could bring a class action. Nothing herein limits any statutory or common law right of any individual owner or class of owners to bring any action which may otherwise be available.

The powers and duties of the Corporation include those set forth in Florida Statutes including Chapter 617 and those set forth in the amended Articles of Incorporation and amended Bylaws, and any recorded declarations or restrictions encumbering Community property, if not inconsistent with said chapter.

The Corporation has the power to make and collect assessments and to lease, maintain, repair, and replace the common areas. The Corporation will maintain accounting records in the county

where the property is located, according to good accounting practices. The accounting records will be open to inspection by Corporation Shareholders or their authorized representatives by appointment with the Community Manager and/or an authorized Board member, and copies of such records will be supplied (at a cost of 10 cents per page) upon written request, to Shareholders or their authorized representative(s). The Shareholder or his or her authorized representative(s) shall be allowed to use a portable device, including a smartphone, tablet, portable scanner or similar device to make an electronic copy of said accounting records rather than being provided with copies by the Corporation, and in such event the Corporation shall not charge the Shareholder or his or her authorized representative(s) for the use of the device. The Corporation will be provided with up to 10 business days to fulfill said request. Failure of the Corporation to permit inspection of the Corporation accounting records by Shareholders or their authorized representatives entitles any person prevailing in an enforcement action to recover reasonable attorney's fees from the Corporation in the event that the Corporation directly or indirectly, knowingly denies access to the books and records for inspection. The accounting records may include, but will not be limited to a record of all receipts and expenditures.

The Corporation has the power to purchase all lots in the Community and to acquire and hold, lease, mortgage and convey same.

The Corporation will use its best efforts to obtain and maintain adequate insurance to protect the Corporation and the Community property. A copy of each policy of insurance in effect will be made available for inspection by Shareholders by appointment with the Community Manager and/or Board member.

The Corporation has the authority, without the joinder of any Shareholder, to modify or move an easement for ingress and egress or for the purpose of utilities if the easement constitutes part of or crosses the Community property. This subsection does not authorize the Corporation to modify or move any easement created in whole or in part for the use or benefit of anyone other than the Shareholders, or crossing the property of anyone other than the Shareholders, without

their consent or approval as required by law or the instrument creating the easement. Nothing in this subsection affects the rights of ingress or egress of any Shareholder of the Corporation.

Further, in connection with said business, this Corporation will have the following powers, which will not be deemed to exclude other Corporate powers granted by law:

- (a) To contract debts, borrow money, accept pledges, execute notes and other evidences of indebtedness, and execute such mortgages, transfers of Corporate property, or other instruments to secure the payment of Corporate indebtedness as required.
- (b) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
- (c) To purchase, hold, and sell certificates to and from the Shareholders. Unissued shares of the Corporation will not be voted directly or indirectly, or counted as outstanding for the purpose of any shareholder quorum or vote.

ARTICLE IV CERTIFICATES

This Corporation is authorized to issue 8529 certificates at a price of \$1,000.00 per share. The number of shares issued to a Shareholder will be evidenced by a certificate, which will be non-negotiable and issued only to a Shareholder of the Corporation who must be a bonafide resident owner of a home in the manufactured home community or an individual who intends to become the bonafide resident owner of a home to be placed in the community, or in the event that the Shareholder is to be a corporation, limited liability company, trust or other entity the share(s) shall be issued in the name of such entity but that entity must designate the person or person(s)

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who shall be the bonafide resident(s) of the home. The sale/transfer of said certificate by any Shareholder will be limited solely to and from the Corporation.

If the property (described in Appendix A) is sold, in part or in its entirety, the proceeds will be allocated according to the total number of shares shown on the certificate.

ARTICLE V RESTRICTIONS

All shares will be further subject to any other restrictions, on their transferability, by the terms and conditions set forth in Chapter 617 and in the Bylaws of the Corporation.

ARTICLE VI OWNERSHIP/VOTING RIGHTS

Except as otherwise provided by law and the Bylaws of the Corporation, the entire voting power for the election of members of the Board of Administration of the Corporation and adoption and/or amendment of these Articles of Incorporation will be vested exclusively in the Shareholders. Voting will be on a one share one vote basis, up to a maximum of eighteen (18) voting shares per certificate and limited to a maximum ownership of three (3) certificates per shareholder.

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The physical street address of the registered office of this corporation will be Windmill Village, 215 Rio Villa Drive, Punta Gorda, Florida 33950. The registered agent at that address is designated by the Board of Administration and, when designated, is filed with the Florida Department of State.

ARTICLE VIII OFFICERS

The officers of the Corporation, including the President, Vice President, Secretary and Treasurer, will be elected by the Board of Directors in accordance with the provisions of the Bylaws. The officers will serve until the conclusion of the Shareholders Annual Meeting.

ARTICLE IX BOARD MEMBERS

The Corporation will be governed by a Board of Administration consisting of nine (9) members. Board members will serve until their successors are duly elected and qualified in accordance with the provisions of the Bylaws.

ARTICLE X BYLAWS

The Bylaws may be amended in accordance with the provisions herein and to include the provisions in Chapter 617 as amended, Florida Statutes and other applicable Florida laws.

The power to adopt, alter, amend or repeal the Bylaws will be vested in the Administrative Board with the approval of a majority of the Corporation shareholders voting at the Annual Shareholders Meeting or a Special Shareholders Meeting.

ARTICLE XI SHAREHOLDER'S MEETING REQUIREMENT

A Shareholders Meeting will be held at least once each fiscal year.

ARTICLE XII AMENDMENT TO ARTICLES OF INCORPORATION

The Articles may be amended in accordance with the provisions herein and the provisions in Chapter 617 as amended, Florida Statutes and other applicable Florida laws solely by the Shareholders voting at the Annual Shareholders Meeting or a Special Shareholders Meeting.

The Community may be converted to a condominium or cooperative form of ownership by the affirmative vote of two-thirds (2/3) of the shareholders, and, in such event, the affirmative vote of a majority of the Shareholders will be sufficient to amend these Articles of Incorporation and the Bylaws so that the Corporation will have all the powers necessary and/or convenient for the operation and management of the condominium or cooperative manufactured home community.