

**PROSPECTUS**  
**VENETIAN ESTATES, A COOPERATIVE**

THIS PROSPECTUS (OFFERING CIRCULAR) CONTAINS IMPORTANT MATTERS TO BE CONSIDERED IN 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 DEVELOPER. REFER TO THE PROSPECTUS (OFFERING CIRCULAR) AND ITS EXHIBITS FOR CORRECT REPRESENTATIONS.

EXHIBIT "1"

**VENETIAN ESTATES, A COOPERATIVE  
SUMMARY**

1. THIS PLANNED COOPERATIVE IS FOR THE CONVERSION OF AN EXISTING MOBILE HOME PARK CONSISTING OF 197 UNITS.

2. INTERESTS IN THE COOPERATIVE WILL BE BY MEMBERSHIP CERTIFICATES IN VENETIAN PARK ESTATES, 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 16 of the Proprietary Lease, Exhibit "7" 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 TO NO MORE THAN 2 ADULTS 55 YEARS OF AGE OR OLDER. See Paragraph 15 of the Proprietary Lease.

9. THERE ARE NO EXPRESS WARRANTIES UNLESS THEY ARE STATED IN WRITING BY THE OFFEROR.

10. Pets are permitted only in the designated pet sections located on the perimeter only. (AS IS SET FORTH IN SECTION VI OF THE RULES AND REGULATIONS). CHILDREN ARE NOT ALLOWED TO RESIDE IN THE MOBILE HOME PARK.

**VENETIAN ESTATES, A COOPERATIVE**  
**INDEX AND CONTENTS OF THE PROSPECTUS**

1. FRONT COVER (Exhibit "1")
2. SUMMARY
3. INDEX AND CONTENTS OF THE PROSPECTUS
4. DESCRIPTION OF THE COOPERATIVE AND UNITS (Exhibit "2")
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**VENETIAN ESTATES, A COOPERATIVE**

**DESCRIPTION OF THE COOPERATIVE**

**1. NAME AND LOCATION:**

(a) VENETIAN ESTATES, A COOPERATIVE  
8885 South Tamiami Trail  
Sarasota, Florida 34238

(b) The maximum number of units that will use the common facilities is 197.

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 SARASOTA COUNTY, FLORIDA. THERE WILL BE SHORT-TERM LEASES OF THE UNITS THAT ARE REPRESENTED BY UNSOLD MEMBERSHIP CERTIFICATES IN THE COOPERATIVE CORPORATION.

**3. DESCRIPTION OF THE COOPERATIVE:**

(a) VENETIAN ESTATES, a Cooperative, is located in Sarasota County, Florida, and consists of a fully developed mobile home park of 197 spaces.

(b) Each mobile home space 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 units or the personal property placed on or in a unit 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 any 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 16 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) Minimum width of a mobile home is 12 feet. Minimum length of a mobile home is 36 feet. Minimum length of a carport roof is 36 feet. Presently, approximately sixty percent (60%) of the mobile homes are double width and forty percent (40%) of the mobile homes are single width. All single width mobile homes will be replaced with double width mobile homes, as required by the Corporation.

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

(c) The recreation facilities are for the use of the members and tenants and guests accompanied by members or tenants only.

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

(e) Any guest staying overnight in a mobile home located on a unit must be registered at the office. 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 permitted only in the designated pet sections located on the perimeter only. Children are not allowed to 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 16 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:   | Sarasota Utilities                     |
| Sewer System:   | Private wastewater treatment facility  |
| Waste Disposal: | Waste Management, Inc.                 |
| Electricity:    | Florida Power & Light                  |
| Telephone:      | General Telephone and Electric Company |
| Cable TV:       | Master antenna                         |
| Gas:            | Ferrel Gas, Nokomis                    |
| Storm Drainage: | Sarasota County                        |

12. THE ASSOCIATION WILL MANAGE THE COOPERATIVE FROM THE TIME OF THE CREATION THEREOF. THERE ARE NO EXISTING CONTRACTS WHICH HAVE A DURATION GREATER THAN ONE YEAR.

13. THE APPORTIONMENT 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 1/197.

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 intangible tax on 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 VENETIAN ESTATES, A COOPERATIVE, IS VENETIAN PARK ESTATES, 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 VENETIAN ESTATES, a Cooperative. Those tenants formed a corporation for the purpose of purchasing VENETIAN ESTATES Mobile Home Park 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.

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of VENETIAN PARK ESTATES, INC., a corporation organized under the Laws of the State of Florida, filed on February 11, 1988, as shown by the records of this office.

The document number of this corporation is N24794.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
11th day of February, 1988.



CR2E022 (8-87)

*Jim Smith*  
Secretary of State

FILED  
1963 FEB 11 AM 7:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VENETIAN PARK ESTATES, INC.

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, and under Chapter 723, Florida Statutes, as amended (the "Acts").

ARTICLE 1. NAME

The name of the corporation shall be VENETIAN PARK ESTATES, INC.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles are filed with the Department of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially 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 corporations may be incorporated under the Acts. In addition, the corporation shall

have all the powers specified in Section 617.021 Florida Statutes. In the event the corporation purchases Venetian Park Estates, 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 Venetian Park Estates in Sarasota, Florida, over two-thirds of which have consented in writing to the formation of the corporation.

#### ARTICLE 5. INITIAL REGISTERD OFFICE AND AGENT

The street address of the initial registered office of this corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285, and the name of the initial registered agent of the corporation at such address is Harlan R. Domber.

#### ARTICLE 6. DIRECTORS

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

| <u>Name</u>     | <u>Address</u>                            |
|-----------------|---|
| Deward Arney    | 2276 Gondola Drive<br>Sarasota, FL 34238  |
| Rudy Baumgarten | 2068 Ca'd'Oro Drive<br>Sarasota, FL 34238 |
| Howard Marra    | 2119 Ca'd'Oro Drive<br>Sarasota, FL 34238 |
| Frank Broge     | 2227 Palazza Drive                        |

|               |   |
|---------------|---|
|               | Sarasota, FL 34238                        |
| Ralph Vitale  | 2275 Palazza Drive<br>Sarasota, FL 34238  |
| Paul Brown    | 2232 Ca'd'Oro Drive<br>Sarasota, FL 34238 |
| George Nelson | 2273 Gondola Drive<br>Sarasota, FL 34238  |
| Bobby Watt    | 2250 Piazza Drive<br>Sarasota, FL 34238   |
| James Andrews | 2157 Gondola Drive<br>Sarasota, FL 34238  |

#### ARTICLE 7. INCORPORATOR

The names and addresses of the incorporators of the corporation are as follows:

| <u>Name</u>     | <u>Address</u>                            |
|-----------------|---|
| Deward Arney    | 2276 Gondola Drive<br>Sarasota, FL 34238  |
| Rudy Baumgarten | 2068 Ca'd'Oro Drive<br>Sarasota, FL 34238 |
| Howard Marra    | 2119 Ca'd'Oro Drive<br>Sarasota, FL 34238 |
| Frank Broge     | 2227 Palazza Drive<br>Sarasota, FL 34238  |
| Ralph Vitale    | 2275 Palazza Drive<br>Sarasota, FL 34238  |
| Paul Brown      | 2232 Ca'd'Oro Drive<br>Sarasota, FL 34238 |
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| Bobby Watt      | 2250 Piazza Drive<br>Sarasota, FL 34238   |
| James Andrews   | 2157 Gondola Drive<br>Sarasota, FL 34238  |

ARTICLE 8. PROVISIONS FOR THE REGULATION  
OF THE BUSINESS AND FOR  
THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

8.1 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.

8.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of the majority 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.

8.3 Contract 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 incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated.

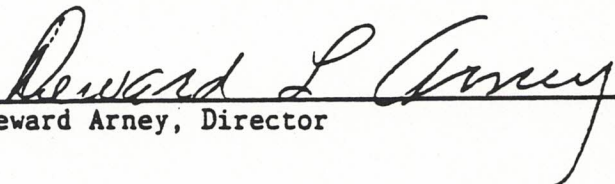
Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addressed of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

|                 |   |
|-----------------|---|
| DEWARD ARNEY    | 2276 Gondola Dr., Sarasota, FL 34238    |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238   |
| HOWARD MARRA    | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
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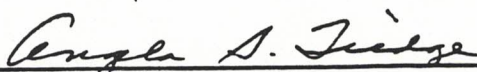
IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 30 day of September, 1987.

  
Deward Arney, Director

STATE OF Florida )  
COUNTY OF Sarasota )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 30th day of September, 1987.

  
Notary Public

Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Bonded Thru TROY Fain - Insurance Inc.

My Commission Expires: \_\_\_\_\_




Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

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|                 |   |
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| BOBBY WATT      | 2250 Piazza Drive, Sarasota, FL 34238   |
| JAMES ANDREWS   | 2157 Gondola Drive, Sarasota, FL 34238  |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 14 day of September, 1987.

  
Rudy Baumgarten, Director

STATE OF New York

COUNTY OF Ulster

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 14 day of September, 1987.

  
Notary Public

My Commission Expires: MARYANN SCHMIDT  
NOTARY PUBLIC, State of New York

Qualified In Ulster County

Reg. No. 4680582-01SC

My Commission Expires 8-3-1988

Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addressed of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

|                 |   |
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| BOBBY WATT      | 2250 Piazza Drive, Sarasota, FL 34238   |
| JAMES ANDREWS   | 2157 Gondola Drive, Sarasota, FL 34238  |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 8th day of September, 1987.

Howard C. Marra  
Howard Marra, Director

STATE OF Florida )  
COUNTY OF Sarasota )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 8th day of September, 1987.

Angela S. Tiedje  
Notary Public

Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Bonded Thru Troy Fair - Insurance Inc.

My Commission Expires: \_\_\_\_\_



Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addressed of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

|                 |   |
|-----------------|---|
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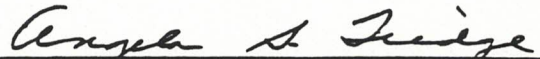
IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 8th day of September, 1987.

  
Frank Broge, Director

STATE OF Florida )  
COUNTY OF Sarasota )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 8th day of September, 1987.

  
Notary Public  
Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Sarasota Fidelity Bond Insurance Inc.

My Commission Expires: \_\_\_\_\_

SUBSCRIBERS

The names and addressed of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

|                 |   |
|-----------------|---|
| DEWARD ARNEY    | 2276 Gondola Dr., Sarasota, FL 34238    |
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| BOBBY WATT      | 2250 Piazza Drive, Sarasota, FL 34238   |
| JAMES ANDREWS   | 2157 Gondola Drive, Sarasota, FL 34238  |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 15th day of September, 1987.

Ralph Vitale  
Ralph Vitale, Director

STATE OF Florida )  
COUNTY OF Sarasota )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 15th day of September, 1987.

Angela S. Jearge  
Notary Public

NOTARY  
My Commission Expires:

Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Angela S. Jearge - Insurance Inc.

Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

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| BOBBY WATT      | 2250 Piazza Drive, Sarasota, FL 34238   |
| JAMES ANDREWS   | 2157 Gondola Drive, Sarasota, FL 34238  |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 14<sup>th</sup> day of September, 1987.

Paul A Brown  
Paul Brown, Director

STATE OF Florida )  
COUNTY OF Sarasota )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 14<sup>th</sup> day of September, 1987.

Angela S. Fiedge  
Notary Public

Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Angela S. Fiedge - Notary Public

My Commission Expires: \_\_\_\_\_

Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

|                 |   |
|-----------------|---|
| DEWARD ARNEY    | 2276 Gondola Dr., Sarasota, FL 34238    |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238   |
| HOWARD MARRA    | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE     | 2227 Palazza Dr., Sarasota, FL 34238    |
| RALPH VITALE    | 2275 Palazza Drive, Sarasota, FL 34238  |
| PAUL BROWN      | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON   | 2273 Gondola Drive, Sarasota, FL 34238  |
| BOBBY WATT      | 2250 Piazza Drive, Sarasota, FL 34238   |
| JAMES ANDREWS   | 2157 Gondola Drive, Sarasota, FL 34238  |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 22<sup>d</sup> day of September, 1987.

George Nelson J.  
George Nelson, Director

STATE OF Florida )  
COUNTY OF Sarasota )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 22<sup>d</sup> day of September, 1987.

Angela S. Lidge  
Notary Public

My Commission Expires: \_\_\_\_\_

Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Angela S. Lidge, Notary Public - Insurance Inc.

Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

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| DEWARD ARNEY    | 2276 Gondola Dr., Sarasota, FL 34238    |
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| RALPH VITALE    | 2275 Palazza Drive, Sarasota, FL 34238  |
| PAUL BROWN      | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON   | 2273 Gondola Drive, Sarasota, FL 34238  |
| BOBBY WATT      | 2250 Piazza Drive, Sarasota, FL 34238   |
| JAMES ANDREWS   | 2157 Gondola Drive, Sarasota, FL 34238  |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 3rd day of September, 1987.

Robert Watt

Robert Watt, Director

STATE OF

Florida

COUNTY OF

Sarasota

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 3rd day of September, 1987.

Angela S. Tringe

Notary Public

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires March 27, 1990

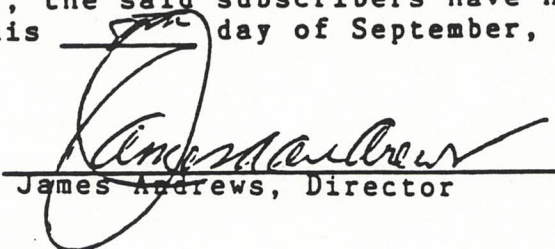
Articles of Incorporation  
Venetian Park Estates, Inc.

SUBSCRIBERS

The names and addressed of the subscribers to these Articles of Incorporation, who are natural persons competent to contract, are as follows:

|                 |   |
|-----------------|---|
| DEWARD ARNEY    | 2276 Gondola Dr., Sarasota, FL 34238    |
| RUDY BAUMGARTEN | 2068 Ca'd'Oro Dr., Sarasota, FL 34238   |
| HOWARD MARRA    | 2119 Ca'd'Oro Drive, Sarasota, FL 34238 |
| FRANK BROGE     | 2227 Palazza Dr., Sarasota, FL 34238    |
| RALPH VITALE    | 2275 Palazza Drive, Sarasota, FL 34238  |
| PAUL BROWN      | 2232 Ca'd'Oro Drive, Sarasota, FL 34238 |
| GEORGE NELSON   | 2273 Gondola Drive, Sarasota, FL 34238  |
| BOBBY WATT      | 2250 Piazza Drive, Sarasota, FL 34238   |
| JAMES ANDREWS   | 2157 Gondola Drive, Sarasota, FL 34238  |

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 8th day of September, 1987.

  
James Andrews, Director

STATE OF Florida )  
COUNTY OF Sarasota )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared the above signed, to me known to be the person described as a Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 8th day of September, 1987.

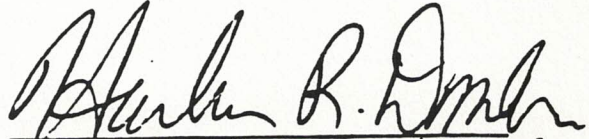
  
Notary Public

Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Bonded Thru Title Insurance Co.

My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

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

  
HARLAN R. DOMBER, Registered  
Agent

HRD:00181TBA

CERTIFICATE OF  
AMENDMENT AND RESTATEMENT  
ARTICLES OF INCORPORATION  
OF  
VENETIAN PARK ESTATES, INC.

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for VENETIAN PARK ESTATES, INC., a corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on February 11, 1988, have been duly adopted by the members this 3rd day of October, 1988.

ARTICLE 1. NAME

The name of the corporation shall be VENETIAN PARK ESTATES, INC.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be on the date the Articles were filed with the Department of State, and 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 corporations 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 Mobile Home Park, it shall convert the same to a condominium, cooperative or other type of ownership; whereupon the corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative, or other type of resident-owned mobile home community.

#### ARTICLE 4. MEMBERSHIP

Membership in this corporation shall be limited to lessees or a family member of a lessee of VENETIAN PARK ESTATES, INC. (hereafter "Park") who have purchased membership certificates in the corporation. 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 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285 and the name of the registered agent of the corporation at such address is HARLAN R. DOMBER.

## 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>                                 |
|----------------------|--|
| RALPH C. VITALE      | 2275 Palazza Drive<br>Sarasota, Florida 34238  |
| GLENN ONEAL          | 2284 Gondola Avenue<br>Sarasota, Florida 34238 |
| HOWARD MARRA         | 2119 Ca'D'Oro Drive<br>Sarasota, Florida 34238 |
| PAUL H. BROWN        | 2232 Ca'D'Oro Drive<br>Sarasota, Florida 34238 |
| RUDOLF C. BAUMGARTEN | 2068 Ca'D'Oro Drive<br>Sarasota, Florida 34238 |
| DEWARD ARNEY         | 2276 Gondola Drive<br>Sarasota, Florida 34238  |
| JOSEPH J. BARSEL     | 2169 Palazza Drive<br>Sarasota, Florida 34238  |
| JOSEPH W. BARTUS     | 2281 Gondola Drive<br>Sarasota, Florida 34238  |
| FRANK C. BROGE       | 2227 Palazza Drive<br>Sarasota, Florida 34238  |

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 the members of two-thirds (2/3) 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 President and Secretary of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 5<sup>th</sup> day of October, 1988.

Delton Powell  
DELTON POWELL  
President

Angela S. Tiedge  
ANGELA S. TIEDGE  
Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that DELTON POWELL being the President 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 5<sup>th</sup> day of October, 1988.

Angela S. Tiedge  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF SARASOTA

Notary Public, State of Florida  
My Commission Expires March 27, 1990  
Bonded Thru Troy Fain - Insurance, Inc.

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that ANGELA S. TIEDGE 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 5<sup>th</sup> day of October, 1988.


Harriette Young  
Notary Public  
My Commission Expires:

WRK:00181RKAA

Notary Public, State of Florida  
My Commission Expires April 23, 1989  
Bonded Thru Troy Fain - Insurance, Inc.

ACCEPTANCE OF REGISTERED AGENT

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

  
HARLAN R. DOMBER  
Registered Agent

WRK:00181RKAA