

ARTICLES
OF
INCORPORATION

STONEHEDGE RESIDENTS

INCORPORATED

Section B

Exhibit B.- Articles of Incorporation

ARTICLES OF INCORPORATION

OF

STONEHEDGE RESIDENTS' INCORPORATED

FILED
FEB 21 1 51 PM '84
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, a natural person competent to so do, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation, for profit, in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be: STONEHEDGE RESIDENTS' INCORPORATED.

ARTICLE II
DURATION AND EXISTENCE

The existence of this corporation shall begin on the day that these Articles are approved; thereafter, the existence of this corporation shall be perpetual.

ARTICLE III
STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five hundred (500) shares of common stock having a par value of \$1.00 per share.

The authorized shares of stock are all of one class with equal voting powers and each such share shall be equal with every other such share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

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ARTICLE V NATURE OF BUSINESS, PURPOSES OR OBJECTS

The general nature of business to be transacted by this corporation, of the objects or purposes of this corporation, shall be as follows:

a.) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct or participate in those business ventures or undertakings, expressly and specifically prohibited by the laws of the State of Florida.

b.) In addition to the foregoing, it being the express desire that this corporation, as same is in the process of being formed, is to comply, in every particular, with the provisions of recently enacted legislation relating to mobile home parks, the residents thereof, the possible acquisition, ownership and operation of same for and on behalf of the residents as same is now reflected in accordance with the laws of the State of Florida, Chapter 83-219 as same may now or hereafter exist. That, as such, this corporation's powers are to include, but not be limited to, those expressed powers, duties, rights and responsibilities as set forth therein.

c.) To have and exercise all powers necessary or convenient to effect its purposes.

d.) In addition thereto, the said corporation shall have all of the other or additional powers provided for a corporation for profit in the laws of the State of Florida.

ARTICLE VI ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 1250 U.S. 19 South, Tarpon Springs, Florida 31589.

ARTICLE VII DIRECTORS

This corporation shall have seven (7) Directors, initially, the number of Directors may be increased or decreased from time to time, by the By-Laws

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adopted by the stockholders, but shall never be less than seven (7).

ARTICLE VIII INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors who shall serve, as such, until their successors are appointed and/or are elected and have qualified are listed as follows:

Frank E. Toal - Lot #1	1250 U. S. 19 South, Tarpon Springs, Florida 33589.
John F. McCallum - Lot #137	1250 U. S. 19 South, Tarpon Springs, Florida 33589.
John E. Acker - Lot #139	1250 U. S. 19 South, Tarpon Springs, Florida 33589.
John E. Hansen - Lot #66	1250 U. S. 19 South, Tarpon Springs, Florida 33589.
Charles R. Klingensmith - Lot #88	1250 U. S. 19 South, Tarpon Springs, Florida 33589.
Olin J. Cox - Lot #41	1250 U. S. 19 South, Tarpon Springs, Florida 33589.
Wayne D. Foster - Lot #44	1250 U. S. 19 South, Tarpon Springs, Florida 33589.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority vote of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X RESIDENT AGENT FOR SERVICE OF PROCESS

The name of the first resident agent of this corporation is EDWIN I. FORD, 2307 West Bay Drive, Largo, Florida, 33540.

ARTICLE XI CORPORATION OFFICERS

The business of this corporation shall be conducted by the President, Vice-President, Secretary and Treasurer and a Board of Directors. The Board of Directors shall be elected at each annual meeting to be determined by the by-laws.

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All other officers shall be elected or employed by the Board of Directors.

Until the first meeting of the stockholders and other officers are elected, the business of the corporation shall be transacted by the following officers:

Frank S. Toal	President
John F. McCallum	Vice-President
John E. Acker	Secretary & Treasurer

ARTICLE XII
SEAL OF CORPORATION

The seal of this corporation shall be a circular impression with its name around the border thereof and "1984" in the center.

ARTICLE XIII
BY-LAWS

The creation, establishment, language and amendment provisions of the By-Laws of this corporation shall be consistent with and in accordance with the provisions set forth with reference thereto as same are presently enumerated in Chapter 83-219 of the Laws of the State of Florida as same may now or hereafter exist.

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles for the uses and purposes therein stated.


Edwin I. Ford

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgments, personally appeared, EDWIN I. FORD, to me known to be the person

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described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above
this 16th day of February: 1984.

(NOTARIAL SEAL)

Paul J. Hammond
Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires April 1, 1987
Issued Notary Public Commission, Inc.

ACCEPTANCE OF DESIGNATION AS
RESIDENT AGENT

I, EDWIN I. FORD, 2307 West Bay Drive, Largo, Florida 33540, hereby
accept designation as resident agent for STONEHEDGE RESIDENTS' INCORPORATED.

Dated this 16th day of February, 1984.

Edwin I. Ford
Edwin I. Ford - Resident Agent