

Exhibit A

Articles of Incorporation

PROPOSED AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GARDEN COVE RESIDENCE ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION – SEE
CURRENT ARTICLES OF INCORPORATION FOR CURRENT TEXT**

ARTICLE 1

NAME

The name of this Corporation is GARDEN COVE RESIDENCE ASSOCIATION, INC., a For Profit Corporation organized under Chapter 607, Florida Statutes, which shall hereinafter be referred to as “Corporation” or “Association”.

ARTICLE 2

DURATION

The Corporation shall have perpetual existence.

ARTICLE 3

PURPOSE

The purposes of the Corporation shall be:

3.1 To operate a Cooperative Manufactured Home Community, on behalf of the Unit Owners.

3.2 To contract, sue, or be sued, with respect to the exercise or non-exercise of its powers.

For these purposes, the powers of the Association include, but are not limited to the following:

3.3 To maintain, manage and operate the Cooperative Property, and to institute, maintain, settle or appeal actions or hearings in its name, on behalf of all Unit Owners, concerning matters of common interest, including, but not limited to, the Common Area, structural components of a building or other improvements, mechanical, electrical and plumbing elements serving the Corporation, and protests of ad valorem taxes as provided by law.

3.3.1 To make and collect Assessments and to lease, maintain, repair, and replace the Common Areas.

3.3.2 To purchase Cooperative Parcels in the Cooperative and to acquire, hold, and sell them.

3.3.3 Modify, move or create any easement for ingress, or egress or for the purposes of utilities, if the easement constitutes part of or crosses the Cooperative Property, with or without the joinder of any Unit Owners. This section 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 Unit Owners, or crossing the property of anyone other than the Unit Owners, without their consent or approval as required by law or the instrument creating the easement. Nothing in this section affects the rights of ingress or egress of any Unit Owner of the Corporation.

3.3.4 To have and exercise all rights and powers conferred upon corporations and age 55 and over communities under the laws of the State of Florida, the laws of the United States, and those set forth in the Cooperative Documents.

ARTICLE 4

DUTIES

This Corporation shall:

4.1 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 which the Corporation could bring a class action. However, nothing herein shall limit the statutory or common law right of any individual Unit Owner or class of Unit Owners to bring any action which may otherwise be available;

4.2 Include those duties set forth in the Cooperative Documents;

4.3 Maintain accounting records in Lee County, Florida, according to good accounting practices, such records to be open to inspection by Corporation Unit Owners, or their authorized representatives, at reasonable times, as provided by law; and

4.4 Use its best efforts to obtain and maintain adequate insurance to protect the Cooperative Property, and make available for inspection by owners, at reasonable times, a copy of each policy of insurance. Unit Owners are obligated to insure their Manufactured Homes and other appurtenances.

ARTICLE 5

MEMBERSHIP

The Corporation shall have no members who are not bona fide Shareholders.

ARTICLE 6

CAPITAL STOCK

The Corporation is authorized to have outstanding at any one time one hundred (100) shares of Common Stock at one dollar (\$1.00) per share par value.

ARTICLE 7

DIRECTORS

The name and address of the current directors are:

President	Robert Cote	02 Garden Dr., Fort Myers, Florida 33908
Vice President	David Linton	07 Garden Dr., Fort Myers, Florida 33908
Secretary	Irene Lange	08 Garden Dr., Fort Myers, Florida 33908
Treasurer	Roger Frantz	39 Red Poinciana Dr., Fort Myers, Florida 33908
Director	John Fenzel	26 Red Poinciana Dr., Fort Myers, Florida 33908
Director	Judith Huffstutter	06 Red Poinciana Dr., Fort Myers, Florida 33908
Director	Richard Maroney	22 Garden Dr., Fort Myers, Florida 33908

ARTICLE 8

INCORPORATORS

The initial incorporator is:

Jonathan James Damonte, Damonte & Associates, Suite 206, Fortune Federal Building, 7800 – 113th Street North, Seminole, Florida 34642.

ARTICLE 9

REGISTERED AGENT

The current registered agent of the Corporation is BCH Management Group, Inc., 1840 Boy Scout Drive, Suite B, Fort Myers, FL 33907, and shall be designated from time to time by the Board of Directors.

ARTICLE 10

VOTING RIGHTS

The voting rights of the Unit Owners are governed by the Bylaws of this Association. There is one vote appurtenant to each Unit.

ARTICLE 11

MANAGEMENT OF CORPORATE AFFAIRS

The management of corporate affairs is governed by the Bylaws of this Association.

ARTICLE 12

AMENDMENT

These Articles may be amended in the following manner:

12.1 Proposal of Amendments. An amendment may be proposed by the President of the Association, a majority of the Directors, or by twenty-five percent (25%) of the entire Voting Interests.

12.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ___ FOR CURRENT TEXT."

12.3 Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting.

12.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of two-thirds (2/3rds) of the Voting Interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. Amendments correcting errors, omissions or scrivener's errors may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

12.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Lee County Public Records according to law and filed with the Secretary of State according to law.

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