



STATE OF FLORIDA
DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION

June 25, 2001

VIA FACSIMILE 941-488-9436 AND U.S. MAIL/pkt

Florida's Future...

**Right Here.
Right Now.**

Jeb Bush
 Governor

Kim Binkley-Seyer
 Secretary

Division of Florida Land
 Sales, Condominiums, and
 Mobile Homes

Standards and Registration
 Condominiums Section

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Mr. Scott E. Gordon
 Abel, Band, Russell, Collier,
 Pitchford & Gordon, Chtd.
 Post Office Box 49948
 Sarasota, FL 34230-6948

Re: COUNTRY RETREAT CO-OP, INC., A COOPERATIVE
 COUNTRY RETREAT MOBILE HOMEOWNERS' ASSOCIATION, INC.
 PR2V02586?

Dear Mr. Scott:

Pursuant to Chapter 719, Florida Statutes, and rule 61B-79.001(2)(a), Florida Administrative Code, the documents for the above referenced cooperative have been examined and are now considered sufficient for filing purposes. The developer may close on contracts for sale or lease.

This acceptance for filing only relates to the filing and disclosure requirements of Chapter 719, Florida Statutes, and does not constitute the Division's endorsement of the offering, development, or any representations made concerning this filing. This acceptance for filing does not relieve the developer of any duty or responsibility under the Florida Statutes or any other applicable laws. If deficiencies in the documents are subsequently discovered, the Division is not estopped from requiring the developer to correct them.

Sincerely,
 BUREAU OF STANDARDS AND REGISTRATION

Paula K. Toole
 Real Estate Development Specialist

/pt

cc: COUNTRY RETREAT MOBILE
 HOMEOWNERS' ASSOCIATION, INC.
 921 Faith Circle East
 Bradenton, FL 34203

PROSPECTUS

COUNTRY RETREAT MOBILE HOMEOWNERS' ASSN., INC.

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"

COUNTRY RETREAT MOBILE HOMEOWNERS' ASSN., INC.

SUMMARY

THIS PLANNED COOPERATIVE IS FOR THE CONVERSION OF AN EXISTING MOBILE HOME VILLAGE CONSISTING OF 76 UNITS.

INTERESTS IN THE COOPERATIVE WILL BE BY MEMBERSHIP CERTIFICATES IN COUNTRY RETREAT MOBILE HOMEOWNERS' ASSN., INC., A FLORIDA NON-PROFIT CORPORATION, AND A PROPRIETARY LEASE TO THE INDIVIDUAL UNIT. A COOPERATIVE ISSUES LEASEHOLD INTERESTS BY DEFINITION. Memorandum of Proprietary Lease is Exhibit "8" of this Prospectus.

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.

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.

THIS PROSPECTUS 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 MATERIALS.

ORAL REPRESENTATIONS CANNOT BE RELIED UPON AS CORRECTLY STATING THE REPRESENTATIONS OF THE DEVELOPER. REFER TO THIS PROSPECTUS AND ITS EXHIBITS FOR CORRECT REPRESENTATIONS.

THERE IS A LICENSE AGREEMENT FOR THE USE BY THE RESIDENTS OF THE MOBILE HOME VILLAGE AND THEIR GUESTS OF CERTAIN RECREATIONAL FACILITIES OWNED BY AN ADJOINING LANDOWNER. License Agreement is Exhibit "19" of this Prospectus.

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

ONE PET UNDER 20 POUNDS, LEASHED AT ALL TIMES, IS PERMITTED.

FREQUENTLY ASKED QUESTIONS AND ANSWERS ARE MORE PARTICULARLY SET FORTH IN EXHIBIT "16" TO THE PROSPECTUS.

**COUNTRY RETREAT, A RESIDENTIAL COOPERATIVE
INDEX AND CONTENTS OF THE PROSPECTUS**

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4.	DESCRIPTION OF THE COOPERATIVE AND UNITS (Exhibit "2") ..	
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20.	ESCROW AGREEMENT (Exhibit "18")	
21.	LICENSE AGREEMENT (Exhibit "19")	

COUNTRY RETREAT MOBILE HOMEOWNERS' ASSN., INC.

DESCRIPTION OF THE COOPERATIVE

1. NAME AND LOCATION:

a. COUNTRY RETREAT, a Residential Cooperative

b. The maximum number of units that will use the common facilities is 76.

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 MANATEE 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. COUNTRY RETREAT, a Residential Cooperative, is located in Manatee County, Florida and consists of a fully developed Mobile Home Village of 76 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 the 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 are 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. There is a License Agreement for the use by the residents of the Mobile Home Village and their guests of certain recreational facilities owned by an adjoining landowner. License Agreement is Exhibit "19" of this Prospectus.

b. Recreational and other facilities being committed to Cooperative ownership as common facilities are described in Exhibit "13".

EXHIBIT "2"

c. The Association may charge use fees or rental for the right of exclusive use of the common elements.

5. THE COOPERATIVE IS BEING CREATED BY CONVERSION OF AN EXISTING FULLY DEVELOPED MOBILE HOME VILLAGE.

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. The mobile homes shall be maintained by the owner of the unit.
- b. The recreation facilities (i.e. the playground and the facilities referred to in the License Agreement, Exhibit "19") are for the use of the members and tenants and guests accompanied by members or tenants only.
- c. Use of the recreation facilities are subject to certain rules promulgated by the owner of the Facilities regarding apparel, hours of use and the like.
- d. Any guest staying overnight in a mobile home located on a unit must be registered with the Corporation. There are limitations of 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.
- e. There are regulations on the speed of vehicles and other uses of the driveways and thoroughfares throughout the Mobile Home Village.

f. The design of all appurtenances and additions must be approved by the Corporation.

g. One pet under 20 pounds, leashed at all times outside the mobile home, is permitted.

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:	Manatee County
Sewer System:	Manatee County
Storm Drainage:	Manatee County
Waste Disposal:	Waste Management of Florida
Electricity:	Florida Power and Light
Telephone:	Verizon
Cable TV:	International Satellite Systems

12. THE ASSOCIATION WILL MANAGE THE COOPERATIVE FROM THE TIME OF THE CREATION THEREOF. THERE ARE NO EXISTING MANAGEMENT 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 THE APPORTIONMENT OF THE COMMON EXPENSES IS 1/76.

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.
- c. A title insurance policy, if desired, to be paid for by buyer.

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 COUNTRY RETREAT, A RESIDENTIAL COOPERATIVE IS COUNTRY RETREAT MOBILE HOMEOWNERS' ASSN., INC., A FLORIDA NON-PROFIT CORPORATION.

18. THE PRINCIPAL DIRECTING THE CREATION AND DEVELOPMENT OF THE COOPERATIVE IS:

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 Mobile Home Village. Those tenants formed a corporation for the purpose of purchasing Country Retreat, a Residential Cooperative, from the prior owner, which purchase has been completed, and converting the Mobile Home Village 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.

19. Country Retreat, a Residential Cooperative, offers the following significant facilities and services for its residents:

Residents of Country Retreat and their guests are authorized to use the pool at the adjoining Christian Retreat. Members of the cooperative are authorized to use a room at adjoining Christian Retreat on a monthly basis for meetings of Country Retreat Mobile Homeowners' Assn., Inc. Board of Directors and shareholders. There is also a playground area designated on the plot plan. No other facilities are available at this time.

20. The policies and procedures of Country Retreat, a Residential Cooperative, which are clearly outlined in the Prospectus and are posted on a bulletin board in the park, and uniformly enforced throughout the Park.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of COUNTRY RETREAT MOBILE HOMEOWNERS' ASSN., INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N26986.

BK 1660 PG 4015 47 of 53

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
First day of December, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

EXHIBIT "3"

5

ARTICLES OF INCORPORATION

OF

CHRISTIAN RETREAT HOMEOWNER'S ASSOCIATION, INC.

FILED
JUL 13 1968
STATE OF FLORIDA
DEPARTMENT OF STATE

The undersigned, each with the capacity to contract, hereby execute and acknowledge 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 CHRISTIAN RETREAT HOMEOWNER'S ASSOCIATION, 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

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have all the powers specified in Section 617.021 Florida Statutes. In the event the corporation purchases Christian Retreat Mobile Home Park, 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 Christian Retreat Mobile Home Park in Bradenton, Florida, over two-thirds of which have consented in writing to the formation of the corporation.

ARTICLE 5. INITIAL REGISTERED 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 William R. Korp.

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>
Ausie Butcher	R#2, Box 279, MH#17 Bradenton, FL 34202
Martha Potteiger	R#2, Box 279, MH#19 Bradenton, FL 34202
Al Potteiger	R#2, Box 279, MH#19 Bradenton, FL 34202

William F. Ridge	R#2, Box 279, MH#3 Bradenton, FL 34202
Ian Schmucker	R#2, Box 279, MH#1 Bradenton, FL 34202
Richard Neubert	R#2, Box 279, MH#36 Bradenton, FL 34202

ARTICLE 7. INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Ausie Butcher	R#2, Box 279, MH#17 Bradenton, FL 34202
Martha Potteiger	R#2, Box 279, MH#19 Bradenton, FL 34202
Al Potteiger	R#2, Box 279, MH#19 Bradenton, FL 34202
William F. Ridge	R#2, Box 279, MH#3 Bradenton, FL 34202
Ian Schmucker	R#2, Box 279, MH#1 Bradenton, FL 34202

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 partner 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 this 9th day of June, 1988.

BK 1660 PG 4019 SL OF 55

Ausie Butcher

AUSIE BUTCHER, Incorporator

Martha Potteiger

MARTHA POTTEIGER, Incorporator

Al Potteiger

AL POTTEIGER, Incorporator

William F. Ridge

WILLIAM F. RIDGE, Incorporator

Ian Schmucker

IAN SCHMUCKER, Incorporator

FILED
JUN 15 1988
SARASOTA COUNTY
FLORIDA

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 AUSIE BUTCHER, MARTHA POTTEIGER, AL POTTEIGER, WILLIAM F. RIDGE and IAN SCHMUCKER, being the incorporators referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and official seal this 9th day of June, 1988.

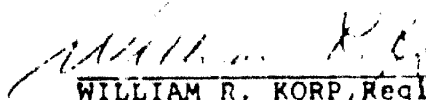
William F. Ridge
Notary Public

My Commission Expires:

August 15, 1991

ACCEPTANCE OF REGISTERED AGENT

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


WILLIAM R. KORP, Registered Agent

REC'D JUL 15 1955
SECRETARY
TALMADGE

F1170

BK 1660 PG 4021 53 of 55

WRK:01378SNART

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is: CHRISTIAN RETREAT HOMEOWNER'S ASSOCIATION, I

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

Change the name of the corporation to:

COUNTRY RETREAT MOBILE HOMEOWNERS' ASSN., INC.

FILED
1991 APR 18 PM 4:56
TALLAHASSEE, FLORIDA

THIRD: The amendment(s) was (were) adopted by the Board of Directors of the _____ day of February _____, 19 91.

FOURTH: The above amendment(s) was (were) approved by a majority of the members of the corporation on the 14th day of Feb., 19 91.

Dated 18 MAR 91, 19 _____

Corporation Name

By Dorothy E. Lample
President or Vice President Dorothy Lample


By Martha H. Potteig
Secretary or Assistant Secretary Martha Potteig

UN LUVV 10 TALL 30 01 30

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, the undersigned authority, personally appeared DOROTHY LAMPLE
MARTHA POTTEIGER,
to me well known to by the person(s) who executed the foregoing articles of amendment to ar-
ticles of incorporation and acknowledged before me, according to law, that he made and sub-
scribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of MAR,
1991.



Notary Public

My commission expires: NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 15, 1994

DK 1660 PG 4023 FILED AND RECORDED 12/27/00 12:25:49 PM 55 of 55
R.B. SHORE CLERK OF CIRCUIT COURT MANATEE COUNTY FL.
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA