

BOZ0000000Z0Z

LUTZ, WEBB, BOBO & EASTMAN
Attorneys at Law

J. ALLEN BOBO
JOHN R. DUNHAM, III
DAVID D. EASTMAN
JODY B. GABEL
CAROL S. GRONDZIK
MARY R. HAWK
H. ROGER LUTZ
CHARLES W. TELFAIR, IV
RICHARD S. WEBB, IV

SARASOTA OFFICE:
ONE SARASOTA TOWER
TWO NORTH TAMiami TRAIL
FIFTH FLOOR
SARASOTA, FLORIDA 34236

TELEPHONE: (941) 951-1800
TOLL FREE: (877) 951-1800
FAX: (941) 366-1603

e-mail: rswebb@lutzwebb.com

TALLAHASSEE OFFICE:
2155 DELTA BOULEVARD
SUITE 210B
TALLAHASSEE, FL 32303

TELEPHONE: (850) 521-0890
TOLL FREE: (877) 521-0890
FAX: (850) 521-0891

PLEASE REPLY TO: SARASOTA

May 31, 2002

Certified Mail No. 7001 1140 0002 0139
Return Receipt Requested

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Country Lakes MHP Communities, L.P.
Hillsboro MHP, L.P.
Camelot Communities MHP, JV**

Dear Madam/Sir:

Enclosed please find the following documents:

As to Camelot Communities MHP, JV:

1. Application for Registration of Fictitious Name
2. Check in the amount of \$50.00 representing filing fee

As to Country Lakes MHP Communities, L.P.:

3. Limited Partnership Reinstatement Form
4. Check in the amount of \$2,062.35 representing:
Renewal Fee: \$187.45
Penalty Fee: 500.00
Total: \$687.45 per year for 3 years (2000, 2001 & 2002) = \$2,062.35

900005727399--8
-06/10/02--01008--011
***1785.00 ***1785.00

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA
JUN 11 11:43 AM '02

AND
FILED

DB
10-10-02

Division of Corporations
May 31, 2002
Page -2-

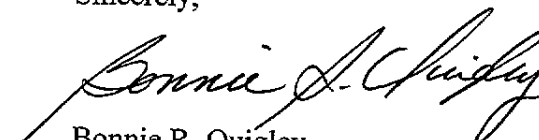
As to Hillsboro MHP, L.P.:

5. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida
6. Affidavit of Capital Contributions for a Foreign Limited Partnership
7. Check in the amount of \$1,785.00 which represents:

Capital Contribution:	\$1,750.00
Designation of Registered Agent:	<u>35.00</u>
Total	\$1,785.00

Should you have any questions regarding the enclosures, please feel free to contact me toll free at 1-877-951-1800.

Sincerely,


Bonnie R. Quigley
Paralegal

brq
Encs.

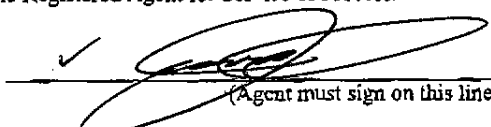
cc: Ben Ivy - w/o encs. - 650-328-8007
Jim Ford - w/o encs. - 925-1887

FRSWIVYYDiv Corp-Camelot-Country Lakes-Hillsboro.wpd

02 JUN -5 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AT 11:43
AM
JUN
5
2002

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. HILLSBORO MHP, L.P.
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")
3. CALIFORNIA 4. _____
(State of Formation) (Date of Formation)
5. JIM FORD
(Name of Registered Agent for Service of Process)
6. 6300 QUEENSBURY BOULEVARD
(Street Address of Registered Office)
- SARASOTA, Florida 34231
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. 525 UNIVERSITY AVENUE, SUITE 610, PALO ALTO, CALIFORNIA 94301
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|--|---|
| BEN F. IVY, AS TRUSTEE OF THE BEN F. IVY LIVING TRUST U/A/D APRIL 28, 1983 | 525 UNIVERSITY AVENUE, SUITE 610
PALO ALTO, CALIFORNIA 94301 |
10. 525 UNIVERSITY AVENUE, SUITE 610, PALO ALTO, CALIFORNIA 94301
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN -5 AM 11:43

APPROVED
AND
FILED

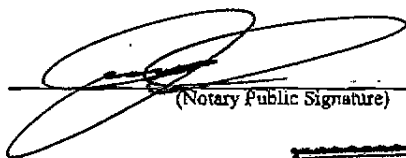
12. 525 UNIVERSITY AVENUE, SUITE 610, PALO ALTO, CALIFORNIA 94301

(Mailing Address of Limited Partnership)

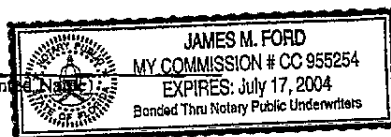
Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 17TH day of MAY, 2002BEN F. IVY, Trustee

General Partner

STATE OF FLORIDA BEN F. IVY, AS TRUSTEE OF THE BEN F. IVY LIVING TRUST U/A/D
April 28, 1983COUNTY OF SARASOTAOn this 17TH day of MAY, 2002BEN F. IVY, personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of _____and who executed the foregoing instrument on behalf of the partnership.
(Notary Public Signature)

(Notary's Printed Name)



Seal

My Commission Expires: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN -5 AM 11:43

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEN F. IVY, AS TRUSTEE OF THE BEN F. IVY
BEFORE ME the undersigned personally appeared LIVING TRUST U/A/D APRIL 28, 1983
a general partner of HILLSBORO MHP, L.P., a (an) CALIFORNIA
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 250,000.00 (original)
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 250,000.00

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 17TH day of MAY, 2002.

BEN F. IVY, AS TRUSTEE OF THE BEN F. IVY LIVING TRUST U/A/D APRIL 28, 1983

General Partner
BEN F. IVY, AS TRUSTEE OF THE BEN F. IVY LIVING TRUST U/A/D APRIL 28, 1983

STATE OF FLORIDA
COUNTY OF SARASOTA

On this 17TH day of MAY, 2002,

_____, personally appeared before me,

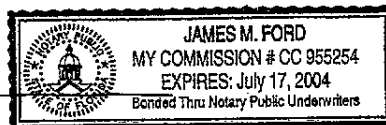
☒ who is personally known to me

☐ whose identity I proved on the basis of _____

and who executed the foregoing instrument on behalf of the partnership

(Signature)
(Notary Public Signature)

(Notary's Printed Name)



Seal

My Commission Expires: _____

02 MAY -5 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED