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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 180225 4341431

AUTHORIZATION

COST LIMIT \$35.00

ORDER DATE : June 17, 2014

ORDER TIME : 4:27 PM

ORDER NO. : 180225-010

CUSTOMER NO: 4341431

DOMESTIC AMENDMENT FILING

NAME: FLORIDA BROADACRE TRAILER
LODGE, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
FLORIDA BROADACRE TRAILER LODGE, INC.

FIRST: The name of the corporation is Florida Broadacre Trailer Lodge, Inc. (the "Corporation").

SECOND: Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), attached hereto as Exhibit A is a copy of the Articles of Incorporation of the Corporation fully amended and restated to include all amendments to the Articles of Incorporation through the date of filing this document.

THIRD: The foregoing amendment and restatement to the Articles of Incorporation of the Corporation was adopted by the board of directors of the Corporation as of the 16th day of June, 2014.

FOURTH: The Amended and Restated Articles of Incorporation contains amendments requiring shareholder approval. As such, the foregoing amendment and restatement to the Articles of Incorporation was approved by the shareholders by unanimous written consent as of 16th day of June, 2014. There is one voting group eligible to vote on the amendment and restatement. The designation, number of outstanding shares, and the number of votes entitled to be cast for and against the amendment and restatement were as follows:

<u>Designation</u>	<u>Outstanding Shares</u>	<u>Votes Entitled To Be Cast</u>	<u>For</u>	<u>Against</u>
Class A Common	40,000	40,000	40,000	0

FIFTH: The effective date of this Articles of Amendment and Restatement of Florida Broadacre Trailer Lodge shall be June 19, 2014.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this Article of Amendment and Restatement to be executed by its undersigned duly authorized officers this 16th day of June, 2014.

FLORIDA BROADACRE TRAILER
LODGE, INC., a Florida corporation

By: Colleen S. Edwards
Colleen S. Edwards
Its: Authorized Signatory

EXHIBIT A

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CAREFREE BROADACRE, INC.

These Amended and Restated Articles of Incorporation correctly set forth, without change, the Amended and Restated Articles adopted by the Board of Directors and the Shareholders as of the 16th day of June, 2014, and supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

ARTICLE I Name of the Corporation

The name of the Corporation shall be "CAREFREE BROADACRE, INC."

ARTICLE II Corporate Purpose

The Corporation's business and purpose shall consist solely of the following:

(i) The acquisition, ownership, operation and management of the real estate project located in the State of Florida in the Counties of Sarasota and Manatee, commonly known as Bahia Vista Mobile Home Park and Vista Del Lago Mobile Home Park (collectively, the "Property"), pursuant to and in accordance with these Articles of Incorporation;

(ii) The ownership of all the membership interests in Carefree Shadowwood, LLC; and

(iii) to engage in such other lawful activities permitted to corporations by the Act as are incidental, necessary or appropriate to the foregoing.

ARTICLE III Limitations on Authority

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article II;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend Articles II, III, or IV of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

ARTICLE IV **Separateness**

The Corporation shall:

- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (viii) conduct business in its own name, and use separate stationery, invoices and checks;

- (ix) not commingle its assets or funds with those of any other person; and
- (x) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE V Registered Office

The registered office of the Corporation shall be 3901 Bahia Vista Street, Bahia Vista Estates, Sarasota, Florida 34232, and such other locations as the directors may from time to time determine.

ARTICLE VI Capital Stock

The authorized capital stock of the Corporation shall be 100 shares of no par value stock.

ARTICLE VII Board of Directors

The Board of Directors shall consist of two members. The number of persons to serve thereafter on the Board of Directors shall be fixed by the Bylaws. The name and address of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified is:

David Napp
6991 E. Camelback Road
Suite B310
Scottsdale, Arizona 85251

Colleen Edwards
6991 E. Camelback Road
Suite B310
Scottsdale, Arizona 85251

ARTICLE VII Effective Date

The effective date of this First Amended and Restated Articles of Incorporation of Carefree Broadacre, Inc. shall be June 19, 2014.

ARTICLE VIII Statutory Agent

The name and address of the initial statutory agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has caused this First Amended and Restated Articles of Incorporation to be executed by its undersigned duly authorized officers this 14th day of June, 2014.

CAREFREE BROADACRE, INC., a
Florida corporation

By: Colleen S. Edwards
Colleen S. Edwards
Its: Authorized Signatory