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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

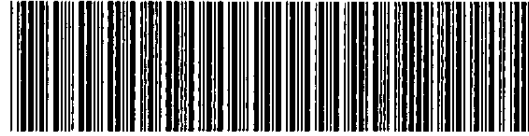
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRS 5/4

W11-22965

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Palm Harbor Villages, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James P. Glew

Name of Person

Palm Harbor Villages, Inc.

Firm/Company

1001 N. Central Avenue, Suite 800

Address

Phoenix, AZ 85004

City/State and Zip code

jimg@cavco.com ✓

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James Glew

Name of Person

at (602) 256-6263

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:



\$70.00 Filing Fee



\$78.75 Filing Fee &
Certificate of Status



\$78.75 Filing Fee &
Certified Copy



\$87.50 Filing Fee,
Certificate of Status &
Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 25, 2011

JAMES P GLEW
PALM HARBOR VILLAGES, INC.
1001 N. CENTRAL AVENUE, SUITE 800
PHOENIX, AZ 85004

SUBJECT: PALM HARBOR VILLAGES, INC.
Ref. Number: W11000022965

We have received your document for PALM HARBOR VILLAGES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II

Letter Number: 511A00009938



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 2, 2011

Ruby Dunlap
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Palm Harbor Villages, Inc.
Reference Number W11000022965

Dear Ms. Dunlap:

Reference is made to your letter dated April 25, 2011. I was advised by another person in your office that the name conflict is the result of the Palm Harbor Village trademark that is registered there. Please be advised that on April 23, 2011, Palm Harbor Homes, Inc., a Florida corporation, assigned the trademark to Palm Harbor Homes, Inc., a Delaware corporation ("PHHD"). Palm Harbor Villages, Inc. is a wholly-owned subsidiary of PHHD. A copy of the Trademark and Domain Name Assignment is enclosed.

It is my understanding that with the submission of this assignment you are able to complete the registration of Palm Harbor Villages, Inc. However, should you need additional information please contact me at (602) 283-9216 or via email at jimg@cavco.com. Thank you.

Cordially,


James P. Glew
Vice President and Secretary

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Palm Harbor Villages, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. March 11, 2011

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1001 N. Central Ave., Suite 800 Phoenix, AZ 85004

(Principal office address)

1001 N. Central Ave., Suite 800 Phoenix, AZ 85004

(Current mailing address)

8. any lawful business or activity

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

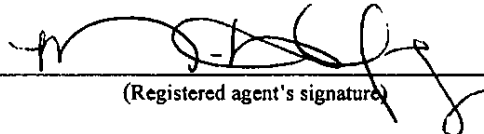
(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Matthew Young
Asst. V. Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Joseph H. Stegmayer

Address: 1001 N. Central Avenue, Suite 800
Phoenix, AZ 85004

Vice Chairman: _____

Address: _____

Director: Daniel L. Urness

Address: 1001 N. Central Avenue, Suite 800
Phoenix, AZ 85004

Director: _____

Address: _____

B. OFFICERS

President: Joseph H. Kesterson

Address: 1001 N. Central Avenue, Suite 800
Phoenix, AZ 85004

Vice President: Larry H. Keener

Address: 1001 N. Central Avenue, Suite 800
Phoenix, AZ 85004

Secretary: Larry H. Keener

Address: 1001 N. Central Avenue, Suite 800, Phoenix, AZ 85004

Treasurer: Daniel L. Urness

Address: 1001 N. Central Avenue, Suite 800, Phoenix, AZ 85004

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Daniel L. Urness*

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Daniel L. Urness, Treasurer

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

Delaware

The First State

PAGE 1

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM HARBOR VILLAGES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALM HARBOR VILLAGES, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4952677 8300

110308662

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8629815

DATE: 03-17-11

TRADEMARK AND DOMAIN NAME ASSIGNMENT

THIS TRADEMARK AND DOMAIN NAME ASSIGNMENT (this "Assignment") is made as of April 23, 2011 (the "Effective Date") by Palm Harbor Homes, Inc., a Florida corporation ("Assignor"), to and for the benefit of Palm Harbor Homes, Inc., a Delaware corporation ("Assignee"). This Assignment is made pursuant to the provisions of that certain Amended and Restated Asset Purchase Agreement dated as of March 1, 2011 by and among Assignor, certain subsidiaries of Assignor, and Assignee (the "Purchase Agreement").

NOW THEREFORE, for good and valuable consideration as set forth in the Purchase Agreement, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby covenants and agrees as follows:

1. Grant and Assignment of Marks. Effective as of the Effective Date, Assignor does hereby sell, transfer, convey, assign and deliver to Assignee all right, title, and interest in and to those certain trademarks, service marks and trade names and pending applications listed on Exhibit A attached hereto (collectively, the "Marks"), together with the goodwill of Assignor's business and common law trademark rights pertaining thereto, and all common law copyrights, the same to be held by Assignee for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns and other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made; together with all claims for damages by reason of past infringements of the Marks or copyrights, along with the right to sue for and collect such damages for the use and benefit of Assignee and Assignee's successors, assigns and other legal representatives. Assignor does hereby further sell, transfer, convey, assign and deliver to Assignee all of its right, title and interest in and to the Marks in any country foreign to the United States of America.

2. Assignment of Domain Names. Effective as of the Effective Date, Assignor does hereby sell, transfer, convey, assign and deliver to Assignee all right, title, and interest in and to the internet domain names listed on Exhibit B attached hereto (collectively, the "Domain Names"), together with the goodwill of Assignor's business and common law trademark rights pertaining thereto.

3. Further Assurances. Assignor shall, without additional consideration, take such further actions and execute promptly such further documents as are necessary to effect and record the assignments contemplated hereby, including any actions or documents required by any applicable registrar or governmental body to document the assignments contemplated hereby or as may be necessary to protect, secure and vest good, valid and marketable title to the Marks and Domain Names and related rights in Assignee.

4. Recording of Assignment. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any officer of any country or countries foreign to the United States, whose duty it is to issue the Marks, or other evidence or forms of intellectual property protection or applications as, to issue the same to Assignee and Assignee's successors, assigns and other legal representatives in accordance with the terms of this instrument.

IN WITNESS WHEREOF, this Trademark and Domain Name Assignment has been executed as of the day and year first written above.

ASSIGNOR:

PALM HARBOR HOMES, INC., a
Florida corporation

By: *Larry H. Keener*
Larry H. Keener
President

Acknowledgement by Notary Public

State of Arizona

County of Maricopa

On this 21st day of April, 2011, before me, the undersigned Notary Public, personally appeared Larry H. Keener, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Seal:

Signature: *Leslie Martinez*

Name: Leslie Martinez, Notary Public



Exhibit A

<i>U.S. Trademarks / (Record Owner)</i>	<i>U.S. Reg. No. / U.S. Trademark Application Ser. No.</i>	<i>Registration Date / Filing Date</i>
ALL HOMES SHOULD BE BUILT THAT WAY	77/376,794	01/21/08
DISCOVERY	76/565,322	12/15/03
DISCOVERY	3,527,872	11/04/08
ENERGMISER	1,356,651	08/27/85
MAGIC LIVING HOMES	1,998,389	09/3/96
MAGIC LIVING HOMES FACTORY DIRECT & DESIGN	2,017,940	11/19/96
MORE HOME FOR YOUR MONEY	77/897,126	12/18/09
ONE DAY ALL HOMES WILL BE BUILT THIS WAY	77/376,790	01/21/08
PALM HARBOR	3,705,219	11/03/09
PALM HARBOR	3,749,514	02/16/10
PALM HARBOR VILLAGE	2,107,493	10/21/1997
PALM HARBOR VILLAGE & DESIGN	2,147,863	03/31/98

Exhibit B

Assigned Domain Names

Domain Name

palmharbor.com
palmharbor.net

Registration Service

Network Solutions, LLC
Network Solutions, LLC