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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : SCOTT M. GRANT, P.A.
Account Number : 102603003131
Phone : (239) 649-4848
Fax Number : (239) 643-9810

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: rich@westcoastmhp.com

FOREIGN PROFIT/NONPROFIT CORPORATION

Hometown Canada General Partner U.S., Inc.

Certificate of Status	1
Certified Copy	0
Page Count	09
Estimated Charge	\$78.75

B. KOHR

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EXAMINER

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12 FEB 28 PM 4: 54

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12 FEB 27 PM 4: 54

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Hometown Canada General Partner U.S., Inc.
Name of corporation - must include suffix

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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:

Scott M. Grant, Esq.

Name of Person

Scott M. Grant, P.A.

Firm/Company

3400 Tamiami Trail N., Suite 201

Address

Naples, FL 34103

City/State and Zip code

rich@westcoastmhp.com

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

For further information concerning this matter, please call:

Nancy Swart, Paralegal

Name of Person

at (239) 280-5203

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

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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. Hometown Canada General Partner U.S., 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. February 27, 2012

(Date of incorporation)

5. perpetual

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

6. N/A

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

7. 33782 Marshall Road, Abbotsford, BC V2S 1L1, Canada

(Principal office address)

33782 Marshall Road, Abbotsford, BC V2S 1L1, Canada

(Current mailing address)

8. To act as the General Partner In Hometown Canada, LLLP

(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: Capitol Corporate Services, Inc.

Office Address: 155 Office Plaza Drive, #A

Tallahassee, Florida 32301

(City)

(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.

Delanie Case

(Registered agent's signature)

Delanie Case, asst sec

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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Feb. 28, 2012 3:22PM WEST COAST MOBILE HOME PARKS

No. 2253 P. 2

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

A. DIRECTORS

Chairman: Gratio Tsang

Address: 33782 Marshall Road, Abbotsford, BC V2S 1L1, Canada

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gratio Tsang

Address: 33782 Marshall Road, Abbotsford, BC V2S 1L1, Canada

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 

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 9.817.155, P.S.

14. Gratio Tsang, President

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

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HOMETOWN CANADA GENERAL PARTNER U.S., INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2012, AT 12:13 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5115350 8100

120230497

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9391621

DATE: 02-27-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:18 PM 02/27/2012
FILED 12:13 PM 02/27/2012
SRV 120230497 - 5115350 FILE

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A STOCK CORPORATION

FIRST: The name of this Corporation is HOMETOWN CANADA GENERAL PARTNER U.S., INC.

SECOND: Its registered office in the State of Delaware is to be located at 1675 South State Street, Suite B, in the City of Dover, County of Kent, Zip Code 19901. The registered agent in charge thereof is Capitol Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total stock of this corporation is authorized to issue is 53,100 shares with a par value of \$1.00 per share.

Common Stock: 100 shares with a par value of \$1.00 per share

Preferred Stock: 53,000 shares with a par value of \$1.00 per share

FIFTH: The name and mailing address of the incorporator are as follows:

Dr. Gratio Tsang
33782 Marshall Road
Abbotsford, BC V2S 1L1
Canada

- SIXTH:
- a. The purpose for which this Corporation is organized is limited solely to being the general partner of Hometown Canada, LLLP, a Florida limited liability limited partnership (the "Partnership") acting as, and exercising all of the authority of, the general partner of the Partnership, and transacting of any and all lawful business for which a corporation may be organized under its constitutive law that is incident, necessary and appropriate to accomplish the foregoing.
 - b. The Corporation is prohibited from incurring indebtedness, except as it is liable for the Partnership's indebtedness in its capacity as general partner of the Partnership.
 - c. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets and from causing the Partnership to do any of the foregoing, both for as long as that certain loan in the original principal sum of \$3,400,000 (the "Loan") currently held by Wells Fargo Bank, N.A., as Trustee for the registered holders of Merrill Lynch Mortgage Trust 2005-LC1,

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Commercial Mortgage Pass-Through Certificates, Series 2005-LC1 (the "Trust," together with its successors and/or assigns, "Lender") is outstanding.

- d. To the extent required by the documents evidencing and/or securing the Loan ("Loan Documents"), no transfer of any direct or indirect ownership interest in the Corporation may be made unless such transfer is consented to by Lender. Lender may condition its consent upon satisfaction of any requirements in the Loan Documents and/or Lender's then current servicing standards.
- e. The Corporation is required to continue serving in the capacity of the special purpose general partner of the Partnership so long as the Loan is outstanding.
- f. The Corporation is required on its own behalf, and covenants to cause the Partnership, to:
 - i. Maintain books and records separate from any other person or entity;
 - ii. Maintain its bank accounts separate from any other person or entity;
 - iii. Not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
 - iv. Conduct its own business in its own name;
 - v. Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
 - vi. Pay its own liabilities and expenses only out of its own funds;
 - vii. Observe all corporate and other organizational formalities;
 - viii. Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
 - ix. Pay the salaries of its own employees from its own funds;
 - x. Maintain a sufficient number of employees in light of its contemplated business operations;
 - xi. Not guarantee, become obligated for or pledge its assets for the debts or benefit of any other person or entity (except to the extent it is liable for the Partnership's obligations due to its capacity as a general partner);

- xii. Not hold out its credit as being available to satisfy the obligations of any other person or entity;
 - xiii. Not acquire the obligations or securities of its affiliates or owners, including shareholders;
 - xiv. Not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
 - xv. Allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
 - xvi. Use separate stationery, invoices, and checks bearing its own name;
 - xvii. Hold itself out as a separate identity;
 - xviii. Correct any known misunderstandings regarding its separate identity;
 - xix. Not identify itself as a division of any other person or entity;
 - xx. Maintain adequate capital in light of its contemplated business operations; and
 - xxi. Comply with each of the SPE/separateness covenants set forth in the Loan Documents.
- g. Notwithstanding anything contained in this or any other organizational document to the contrary, any obligation which Corporation may owe to any of its officers, directors, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or indemnification, shall not constitute a claim against Corporation until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no Default or Event of Default exists under the Loan Documents to the extent Corporation has cash flow or other available liquid assets (exclusive of any of reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, Corporation may pay when due (without any acceleration caused by Corporation) the scheduled obligations due to the Interested Parties of Corporation.
- h. The unanimous consent of all of the directors is required for the Corporation and for the Corporation to cause the Partnership, to:

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- i. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;
 - ii. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Partnership or a substantial portion of either of their properties;
 - iii. Make any assignment for the benefit of the creditors of the Corporation or the Partnership; or
 - iv. Take any action in furtherance of any of i, ii or iii.
- i. The Corporation is prohibited from amending the provisions specified in paragraphs a through h and this paragraph i without approval of such amendment by Lender. Lender may condition its approval upon satisfaction of any requirements set forth in the Loan Documents and/or Lender's then current servicing standards.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts stated are true, and I have accordingly hereunto set my hand this 22 day of Feb, 2012.

By: _____

Gratio Tsang

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