

F98000003443

Greenberg

Requestor's Name

Michelle 4058526

City/State/Zip

Phone #

98 JUN 23 PM 3:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Homeland America Corporation
(Corporation Name) (Document #)
2. Homeland Mobile Homes, LLC
(Corporation Name) (Document #)
3. Sure Financial Corporation
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Share
exchange

☐ Walk in

☐ Pick up time

call me

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Note .50 overage
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***158.00 ***158.00

Share Exchange
Sp 7/10/98

Examiner's Initials

Don

6/23/98

Greenberg
Requestor's Name

Michelle 425 8526
Address
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Homeland of America Corporation F98-344-
(Corporation Name) (Document #)
2. Homeland Mobile Homes, Inc. P97-10046
(Corporation Name) (Document #)
3. Sure Financial Corporation P97-36781
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time Call me ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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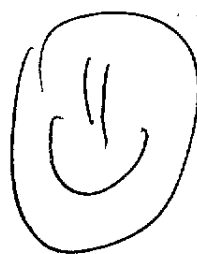
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL -8 PM 1:21

Send to
Susan Payne
please!
98 JUL -8 PM 4:39



Share
Exchange
sf

7/8/98

Examiner's Initials	
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GREENBERG
ATTORNEYS AT LAW
TRAURIG

Angela L. Grinstead
(407) 418-2390

July 6, 1998

Florida Division of Corporations
Attn: Susan Payne
409 East Gaines Street
Tallahassee, Florida 32399

Re: Homeland of America Corporation (the "Company") Plan and Articles of Share Exchange

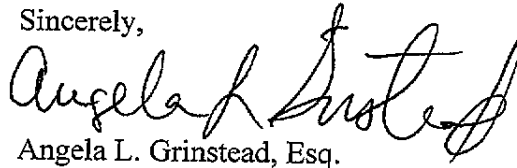
Dear Ms. Payne:

On June 23, 1998, the Company filed its Articles of Share Exchange and its Plan of Share Exchange with the Division of Corporations. On June 24, Michele Turton (on behalf of Todd Rumberger) spoke with you and had these filings pulled and voided because one of the Trustees of the Shareholders resigned.

Accordingly, we have changed the documents which were executed pursuant to this share exchange and are now filing executed Articles of Share Exchange and Plan of Share Exchange with your office, which reflect the above revisions.

Please call me with any questions you may have regarding this matter.

Sincerely,


Angela L. Grinstead, Esq.

Enc. 2
CC: Thomas Flynn
Todd Rumberger

98 JUL -8 PM 1:21

STATE OF FLORIDA

ARTICLES OF SHARE EXCHANGE

by and among

HOMELAND AMERICA CORPORATION,

and

HOMELAND MOBILE HOMES, INC.,

and

SURE FINANCIAL CORPORATION

To the Secretary of State
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of share exchange.

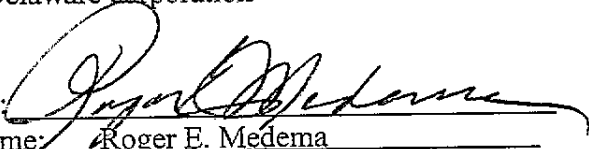
1. The Plan of Share Exchange, dated as of July 2, 1998 (the "Plan of Share Exchange"), by and among HOMELAND MOBILE HOMES, INC., a Florida corporation ("HMHI"), SURE FINANCIAL CORPORATION, a Florida corporation ("SURE"), and HOMELAND AMERICA CORPORATION, a Delaware corporation ("HLAC"), a true and correct executed copy of which is attached hereto and made a part hereof as Exhibit A, and the Share Exchange Agreement, dated as of June 12, 1998 (the "Exchange Agreement"), by and among HMHI, SURE, HLAC and Thomas J. Medema and Michael W. Medema, as Trustees of the Roger E. Medema Trust Agreement dated July 29, 1997, as amended (the "Revocable Trust"), and Thomas J. Medema and Michael W. Medema, Trustees of the Roger E. Medema Irrevocable Trust dated August 21, 1997, as amended (the "Irrevocable Trust", and together with the Revocable Trust, constituting all of the shareholders of HMHI and of SURE, and hereinafter collectively referred to as the "Shareholders"), provide that HLAC shall acquire from the Shareholders all of the issued and outstanding shares of capital stock of HMHI and of SURE, such that HMHI and SURE shall each be a wholly-owned subsidiary of HLAC after the Effective Date of the share exchange (as defined below).

2. The Plan of Share Exchange and the Share Exchange Agreement were duly adopted and ratified by the respective Boards of Directors and Shareholders of SURE and of HMHI on July 2, 1998, and by the Board of Directors of HLAC on July 2, 1998; the approval of the Plan of Share Exchange and the Exchange Agreement by the shareholders of HLAC, as the corporation that will acquire the shares of SURE and HMHI, is not required under Section 607.1103(1) of the Act.

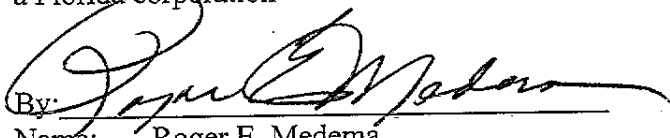
3. The share exchange herein provided for shall take effect at 12:01 A.M. (EST) on July 8, 1998, provided that these Articles of Share Exchange have been accepted for filing by the Secretary of State of the State of Florida (the "Effective Date").

Executed as of the 2nd day of July, 1998.

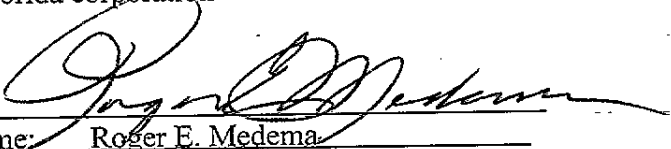
HOMELAND AMERICA CORPORATION,
a Delaware corporation

By: 
Name: Roger E. Medema
Title: President

HOMELAND MOBILE HOMES, INC.,
a Florida corporation

By: 
Name: Roger E. Medema
Title: President

SURE FINANCIAL CORPORATION
a Florida corporation

By: 
Name: Roger E. Medema
Title: President

STATE OF FLORIDA

PLAN OF SHARE EXCHANGE

by and among

HOMELAND AMERICA CORPORATION,

and

HOMELAND MOBILE HOMES, INC.,

and

SURE FINANCIAL CORPORATION

This Plan of Share Exchange (this "Plan") is adopted as of July 2, 1998 by Homeland America Corporation, a Delaware corporation ("HLAC"), Homeland Mobile Homes, Inc., a Florida corporation ("HMHI"), and Sure Financial Corporation, a Florida corporation ("SURE").

RECITALS:

WHEREAS, the board of directors of HLAC and each of the respective boards of directors and shareholders of HMHI and SURE have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that all of the issued and outstanding shares of common stock of HMHI and SURE be exchanged for a certain number of shares of HLAC common stock (the "Exchange") in accordance with Section 607.1102 of the Florida Business Corporation Act (the "FBCA"), and on the terms and subject to the conditions set forth herein and set forth in that certain Share Exchange Agreement dated as of June 12, 1998 (the "Exchange Agreement"); and

WHEREAS, the respective shareholders and boards of directors of HMHI and SURE and the board of directors of HLAC have taken action by written consent in lieu of a meeting on July 2, 1998, pursuant to Section 607.0704 of the FBCA and Section 8-141 of Delaware General Corporation Law, and have thereby approved the Exchange Agreement and this Plan, giving the respective officers of each corporation the authority to execute all documents necessary to effectuate the Exchange contemplated therein.

ARTICLE I PARTIES

A. The name of the corporations, the shares of which are being acquired, are Homeland Mobile Homes, Inc., a Florida corporation, and Sure Financial Corporation, a Florida corporation.

B. The name of the acquiring corporation is Homeland America Corporation, a Delaware corporation.

ARTICLE II TERMS AND CONDITIONS

A. The above recitals are correct and true.

B. The terms of the Exchange shall be as provided in Section 2 of the Exchange Agreement and the conditions of the Exchange shall be as provided in Section 8 of the Exchange Agreement, provided that the Exchange shall become effective when the Secretary of State of the State of Florida files a duly executed Articles of Exchange pursuant to the provisions of the FBCA (the "Effective Time"). If by reason of the provisions of Section 8 of the Exchange Agreement either HLAC, HMHI or SURE are not obligated to consummate the Exchange Agreement, then the party or parties not so obligated may terminate this Plan prior to the Effective Time by delivery to the other party or parties of written notice of such termination prior to the Effective Time, and thereupon this Plan shall be terminated without further liability of any party in favor of the other except as otherwise provided in the Exchange Agreement.

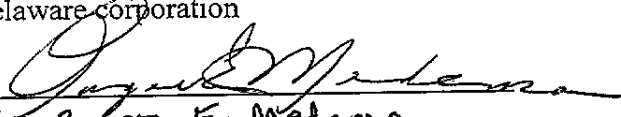
ARTICLE III MANNER AND BASIS OF EXCHANGING SHARES

A. At the Effective Time, each of the 100 shares of common stock of HMHI, par value \$1.00 per share (the "HMHI Shares"), all of which shall be issued and outstanding immediately prior to the Effective Time, shall be exchanged into 3,500 shares of common stock, \$0.0001 par value per share, of HLAC (the "HLAC Shares"), for an aggregate of 350,000 HLAC Shares, which shares shall be registered in the name of the shareholders of HMHI at the Effective Time.

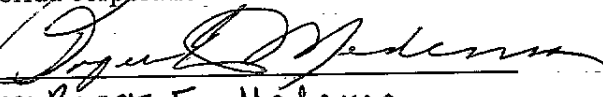
B. At the Effective Time, each of the 100 shares of common stock of SURE, no par value per share (the "SURE Shares"), all of which shall be issued and outstanding immediately prior to the Effective Time, shall be exchanged into 3,500 HLAC Shares for an aggregate of 350,000 HLAC Shares, which shares shall be registered in the name of the shareholders of SURE at the Effective Time.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

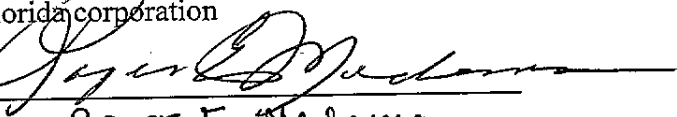
HOMELAND AMERICA CORPORATION,
a Delaware corporation

By: 
Name: Roger E. Medema
Title: President

HOMELAND MOBILE HOMES, INC.,
a Florida corporation

By: 
Name: Roger E. Medema
Title: President

SURE FINANCIAL CORPORATION,
a Florida corporation

By: 
Name: Roger E. Medema
Title: President