

M05000004811

(Requestor's Name)

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DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

SEP 12 2005

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

Office Use Only

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

1. Winter Haven Associates, LLC MO5-4811
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time 9/12/05 ☒ Certified Copy
- ☐ Mail Out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WINTER HAVEN ASSOCIATES, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sam D. Norton, Esq.
(Name of Person)

NORTON, HAMMERSLEY, LOPEZ & SKOKOS, P.A.
(Firm/Company)

1819 Main Street, Suite 610
(Address)

Sarasota, Florida 34236
(City/State and Zip Code)

For further information concerning this matter, please call:

Sam D. Norton at (941) 954-4691
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☒ \$60 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

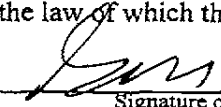
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: WINTER HAVEN ASSOCIATES, LLC
2. Jurisdiction of its organization: Michigan
3. Date authorized to do business in Florida: August 29, 2005

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: _____
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: Paragraph 11 of the original Application to Transact Business is hereby corrected as specified in Exhibit "A" hereto.
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

Sam D. Norton, Esq., authorized representative

Typed or printed name of signee

Filing Fee: \$25.00

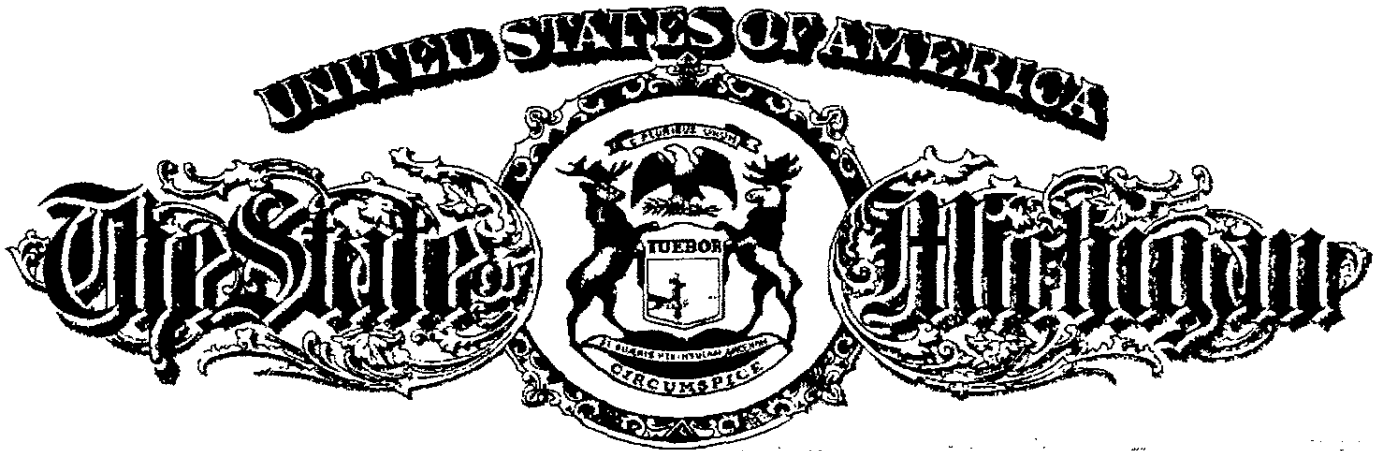
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TALLAHASSEE, FLORIDA

Exhibit "A"

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Limited Liability Company to the contrary, and so long as the loan (the "Loan") by Morgan Stanley Mortgage Capital, Inc. or its successors and/or assigns (collectively the "Lender") to the Company is outstanding, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Limited Liability Company, is to engage solely in the following activities:

- (1) To acquire that certain mobile home park located in Winter Haven, Florida containing approximately 238 manufactured home sites and appurtenant facilities, commonly known as Winter Haven Mobile Home Park and located at 50 Charlotte Drive, Winter Haven, Florida (the "Property").
- (2) To own, hold, sell, assign, transfer, operate, lease, manage, mortgage, pledge and otherwise deal with the Property.
- (3) To exercise all powers enumerated in the Limited Liability Company Act of Michigan incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 1st day of September, 2005

Andrew S. Mitchell, Director

Bureau of Commercial Services

Michigan Department of Labor & Economic Growth

Filing Endorsement

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2005 SEP 12 PM 1:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*This is to Certify that the RESTATED ARTICLES OF ORGANIZATION
for*

WINTER HAVEN ASSOCIATES, LLC

ID NUMBER: B2650K

*received by facsimile transmission on August 29, 2005 is hereby endorsed filed on
August 30, 2005 by the Administrator. The document is effective on the date filed,
unless a subsequent effective date within 90 days after received date is stated in the
document.*



*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 30th day
of August, 2005.*

, Director

Bureau of Commercial Services

Sent by Facsimile Transmission 05242

GOLD SEAL APPEARS ONLY ON ORIGINAL

SCS CD-710 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	Scott I. Mirkes, Esq. Jackier Gould, PC
Address	Second Floor, 121 West Long Lake Road
City	Bloomfield Hills State MI Zip Code 48304
EFFECTIVE DATE:	

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CLERK OF SUPERIOR COURTS
TALLAHASSEE, FLORIDA

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies
(Please read information and instructions on last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Restated Articles:

1. The name of the limited liability company is:	Winter Haven Associates, LLC
2. The identification number assigned by the Bureau is:	B2650K
3. All former names of the limited liability company are:	Winter Haven Associates, LLC
4. The date of filing the original Articles of Organization was:	August 22, 2005

The following Restated Articles of Organization supersede the Articles of Organization, as amended, and shall be the Articles of Organization for the limited liability company.

ARTICLE I

The name of the limited liability company is:	Winter Haven Associates, LLC
---	------------------------------

ARTICLE II

SEE ATTACHED PAGE.

ARTICLE II

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Limited Liability Company to the contrary, and so long as the loan (the "Loan") by Morgan Stanley Mortgage Capital, Inc. or its successors and/or assigns (collectively the "Lender") to the Company is outstanding, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Limited Liability Company, is to engage solely in the following activities:

- (1) To acquire that certain mobile home park located in Winter Haven, Florida containing approximately 238 manufactured home sites and appurtenant facilities, commonly known as Winter Haven Mobile Home Park and located at 50 Charlotte Drive, Winter Haven, Florida. (the "Property").
- (2) To own, hold, sell, assign, transfer, operate, lease, manage, mortgage, pledge and otherwise deal with the Property.
- (3) To exercise all powers enumerated in the Limited Liability Company Act of Michigan incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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TALLAHASSEE, FLORIDA

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ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

ARTICLE IV

1. The street address of the registered office is:

31000 Northwestern Highway Ste 220

Farmington Hills

48334

(Street Address)

(City)

, Michigan

(ZIP Code)

2. The mailing address of the registered office if different than above:

(Street Address or P.O. Box)

(City)

, Michigan

(ZIP Code)

3. The name of the resident agent is:

David C. Rubin

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

The business of the limited liability company shall be managed by or under the authority of one or more managers who may, but need not be, members. The power and authority of the Manager shall be governed by the terms and conditions of the Operating Agreement, if any, and by applicable law.

Complete section (a) if the Restated Articles only restate and integrate the Articles of Organization, otherwise, complete section (b). Do not complete both. (Check one)



(a) These Restated Articles of Organization only restate and integrate the Articles of Organization.



(b) These Restated Articles amend the Articles of Organization and were approved on the 29th day of August, 2005 in accordance with Section 604 of the Act: (check one)



by unanimous vote of all of the members entitled to vote.



by a majority in interest if an operating agreement authorizes amendment of the Articles of Organization by majority vote.

This document is hereby signed as required by Section 103 of the Act.

Signed this 29th day of August, 2005

By: WBA Manager, LLC, a Michigan limited liability company.
Its Manager

By:

David C. Rubin, Its Manager

08/29/2005 03:25PM