

N99000002856

(Requestor's Name)

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(City/State/Zip/Phone #)

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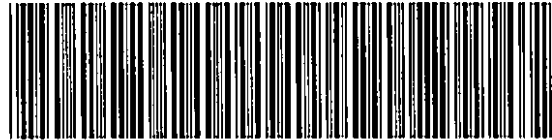
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEC 27 PM 3:55  
Filing Office  
Tulsa, Oklahoma

DEC 28 2017

C. YOUNG

**ARTICLES OF DISSOLUTION  
OF  
FOREST LAKE ESTATES CO-OP, INC.**

Pursuant to Section 617.1403, Florida Statutes, this Florida not-for-profit corporation submits the following Articles of Dissolution:

**ARTICLE I  
NAME**

The name of the corporation as currently filed with the Florida Department of State is Forest Lake Estates Co-Op, Inc.

**ARTICLE II  
DOCUMENT NUMBER**

The document number of the corporation is N99000002856.

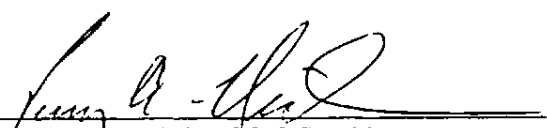
**ARTICLE III  
ADOPTION OF DISSOLUTION**

The date of the meeting of the membership (also known as shareholders) at which the resolution to dissolve was adopted was March 17, 2016. The number of votes cast by the members/shareholders was sufficient for approval.

**ARTICLE IV  
EFFECTIVE DATE**

The effective date of dissolution shall be the date of the filing of these Articles of Dissolution with the Florida Department of State, Division of Corporations.

FOREST LAKE ESTATES CO-OP, INC.,  
a Florida not-for-profit corporation

By:   
PERRY A. NICKERSON, President

FILED  
DEC 27 PM 3:55  
TALLAHASSEE, FLORIDA

**CERTIFICATION OF ADOPTION OF  
PLAN OF DISSOLUTION, LIQUIDATION AND  
TERMINATION OF FOREST LAKE ESTATES CO-OP, INC.,  
a Florida not-for-profit corporation**

The undersigned PERRY NICKERSON, as President of FOREST LAKE ESTATES CO-OP, INC., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that the Plan of Dissolution, Liquidation and Termination of Forest Lake Estates Co-Op, Inc. (the "Plan"), a copy of which is attached, was adopted by the Board of Directors of the Corporation on March 8, 2016 and was adopted by the Shareholders of the Corporation on March 17, 2016.

The undersigned further certifies that the attached Plan of Dissolution, Liquidation, and Termination was adopted in compliance with the requirements of Florida Statutes Section 617.1406(1) and requests that this Certification be filed with the Florida Department of State, Division of Corporations.

The undersigned files this certificate in anticipation of the dissolution of the Corporation pursuant to the Plan following the liquidation thereof.

DATED this 17 day of March, 2017.

FOREST LAKE ESTATES CO-OP, INC.,  
a Florida not-for-profit corporation

BY:   
PERRY A. NICKERSON, President

**Plan of Dissolution, Liquidation and Termination of Forest Lake Estates Co-op, Inc.**

This Plan of Dissolution, Liquidation and Termination (the "Plan") is to accomplish the dissolution, liquidation and termination of FOREST LAKE ESTATES CO-OP, INC., a Florida not-for-profit corporation (the "Corporation") through the Corporation's sale and distribution of all of its assets and complete liquidation in accordance with Chapter 617, *Florida Statutes*, and the terms hereof:

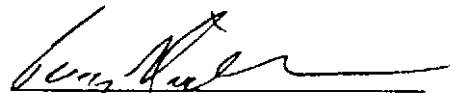
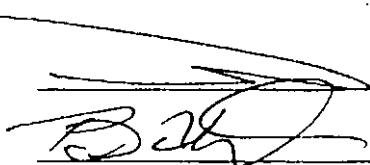
1. **Formation.** The Company was formed and established by Articles of Incorporation filed on May 7, 1999, in the Office of the Department of State, State of Florida and governed by its cooperative documents filed with the Florida Department of Business Regulation, Division of Land Sales, Bureau of Condominiums, Cooperatives and Mobile Homes dated October 26, 1999 (the "Governing Documents").
2. **Shareholders.** The Shareholders own all of the issued and outstanding Shareholder interests in the Corporation.
3. **Vote.** The Shareholders will vote to sell the assets of the Corporation to MHC Operating Limited Partnership ("MHC") for SEVENTY-FIVE MILLION DOLLARS (\$75,000,000.00) and if 2/3 of the Shareholders vote to do so, then the Corporation will consummate said sale by written contract approved by the Board of Directors.
4. **Approval.** This Plan shall be considered adopted by the Corporation when it has been approved by the Board of Directors and thereafter submitted to and approved by the Shareholders of the Corporation. The approval by the Board of Directors shall be voted on by the Board of Directors at a Special Meeting of the Board of Directors on March 8, 2016. The approval by the Shareholders shall be voted on by the Shareholders at a Special Meeting of the Shareholders on March 17, 2016.
5. **Cessation of Business.** Upon approval of this Plan by both the Directors and Shareholders as required above, the Corporation shall continue doing business through the date of the closing of the transaction referenced above and then shall cease doing business except as necessary to protect the value of the assets, wind up its business and affairs and distribute its net proceeds of the sale to the Shareholders in accordance with this Plan.
6. **Sale of Assets.** Following the adoption of the approval of this Plan as stated above, the Board of Directors of the Corporation shall be authorized to sell, convey, transfer and assign the real property known as Forest Lake Estates which is owned by the Corporation, and related personal property, to MHC according to such terms as determined reasonable by the Board of Directors of the Corporation pursuant to a written contract as negotiated with MHC. The Board of Directors shall have the power to adopt the necessary resolution and execute the necessary documents for the purpose of affecting the sale as stated above.

7. Payment of Liabilities. All known or ascertained liabilities of the Corporation shall be properly provided for or paid. If deemed appropriate, there should also be set aside, in cash, a reserve fund in the amount estimated by the Board of Directors of the Corporation for the payment of any expenses, taxes, and contingent liabilities (including expenses of liquidation and dissolution in accordance with the terms of this Plan).
8. Liquidation. Following the sale of the assets of the Corporation and the payment of all liabilities as stated herein, the Board of Directors shall be authorized to transfer and distribute the net cash proceeds remaining to the Shareholders of the Corporation. It is estimated that each Shareholder shall receive approximately ONE HUNDRED FIFTY THOUSAND DOLLARS (\$150,000.00) (U.S.) for his/her share.
9. Dissolution. As soon as practical after the transfer as authorized is complete, the Corporation shall be formally dissolved in accordance with the laws of the State of Florida. The Board of Directors shall have the power to adopt all resolutions, execute all documents, file all papers and take all other actions necessary to effect the dissolution of the Corporation.
10. Shareholder Interest. In exchange for the cash proceeds that represent his/her propriety distribution, each Shareholder shall deliver its original Shareholder Certificate, become a leaseholder governed by Chapter 723, *Florida Statutes*, receive the Chapter 723 Prospectus applicable for its home site, execute a lease addendum applicable for its tenancy and undertake such other reasonable action as resolved by the Corporation in furtherance of this Plan; including, without limitation, to execute a document in form satisfactory to the Board of Directors and counsel for the Corporation whereby the Shareholder shall indemnify the Corporation on a pro rata basis for any subsequent claims against the Corporation not barred by law, including, but not limited to, claims for income, franchise, sales, documentary stamp or other taxes to the extent of distributions actually made to the Shareholder.

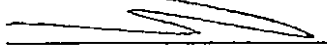

IN WITNESS WHEREOF, the Corporation has adopted this Plan of Dissolution, Liquidation and Termination this 8<sup>th</sup> day of March, 2016 to become effective upon ratification of the Shareholders by 2/3 vote at the Special Meeting of the Shareholders to be held for that purpose on March 17, 2016.

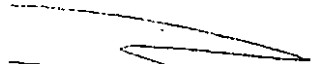
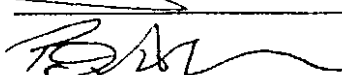
Witnesses:



FOREST LAKE ESTATES CO-OP, INC. a Florida  
not-for-profit corporation

  
Perry Nickerson, President

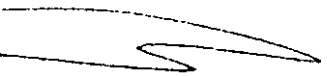
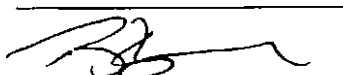
Witnesses:

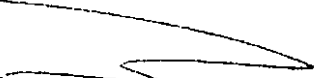

  


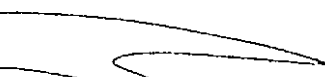

  




  



  

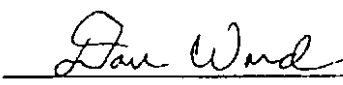
  


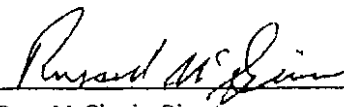
  


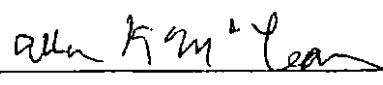
  
Trent Ansel, Vice President

  
Nancy Mathews, Secretary

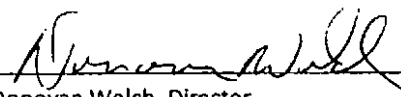
  
Dan Ward, Treasurer

  
Russ McGinnis, Director

  
Tony Smetana, Director

  
Al McLean, Director

  
Roy VonAlmen, Director

  
Donovan Welch, Director



December 26, 2017

**VIA FEDEX**

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

Re: Dissolution of Forest Lake Estates Co-Op, Inc.  
Client-Matter No. 839950-000127

Dear Sir or Madam:

In connection with the dissolution of the referenced Florida not-for-profit corporation, enclosed is our firm's check in the amount of \$35.00 to cover the cost of filing the enclosed Articles of Dissolution, together with the Certification of Adoption of Plan of Dissolution, Liquidation and Termination of Forest Lake Estates Co-Op, Inc.

If you should have any questions regarding this request for filing, or if you should need any additional information or documentation, please feel free to contact our office.

Sincerely yours,

ADAMS AND REESE LLP

Pamela Neet Brickley  
Paralegal

PNB/pb

Enclosures

cc: David S. Bernstein (via email)

**Attorneys at Law**

Alabama  
Florida  
Georgia  
Louisiana  
Mississippi  
South Carolina  
Tennessee  
Texas  
Washington, DC

**Pamela Neet Brickley**

Paralegal  
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pam.brickley@arlaw.com