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IMPERIAL COURTS MHP, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 31, 2003

CORPORATION SERVICE COMPANY

SUBJECT: IMPERIAL COURTS MHP, INC.
REF: W03000031948

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

FAX Aud. #: E03000307370
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OCT. 31. 2003 1:13PM

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NO. 902 P. 3

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

IMPERIAL COURTS MHP, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is IMPERIAL COURTS MHP, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 648 Gallup Road, Spencerport, NY 14559.

The mailing address, wherever located, of the corporation is Imperial Courts MHP, Inc., Attn: George R. Rice Jr., 648 Gallup Road, Spencerport, NY 14559.

THIRD: The number of shares that the corporation is authorized to issue is two hundred (200), all of which are without par value and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

George R. Rice, Jr.

648 Gallup Road, Spencerport, NY 14559

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation

proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: Notwithstanding anything to the contrary contained in these Articles, the corporation and its Shareholders hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the corporation or these Articles, and shall not take any action towards that end, so long as the corporation is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "*Lender*"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Shareholder, or any other event or act causing dissolution of the corporation pursuant to the Florida Business Corporation Act or these Articles, shall not constitute an event of liquidation, dissolution or termination of the corporation or these Articles, except upon the express prior written consent of Lender. Any amendments to this paragraph SEVENTH and paragraph EIGHTH of these Articles hereunder shall require the prior written consent of Lender, provided that such consent shall not be required once the corporation no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This paragraph shall cease to be of further force or effect once the corporation no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

EIGHTH: The purpose of the corporation shall be solely to acquire, operate and dispose of that real property located at 5052 Crescent Lane, New Port Richey, Florida 34652, a manufactured home community commonly known as Imperial Courts (the "*Property*"). So long as the corporation is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "*Lender*"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the corporation shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

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NO. 902 P. 5

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NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

TWELFTH: The corporate existence of the corporation shall begin not later than the 90th day after the date of filing.

Signed on October 27, 2003


George R. Rice, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 

Date: October 28, 2003

H03000307370 3