

P96000052808

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED
01 JAN 24 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- 1- CENTURY MOBILE MANOR, INC.
- 2-
- 3-
- 4-

- Walk-in
- Pick-up time ASAP
- Certified Copy
- Mail-out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

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-01/24/01--01062--016
*****43.75 *****43.75

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

DIVISION OF CORPORATION
01 JAN 24 PM 1:53

Examiner's Initials

COULLETTE JAN 24 2001

**AMENDMENT TO ARTICLES OF INCORPORATION OF
CENTURY MOBILE MANOR, INC.**

WHEREAS, the undersigned, being all of the Directors and a majority of the Shareholders of CENTURY MOBILE MANOR, INC., a corporation organized and existing under the laws of the State of Florida, and having its principal office in Winter Haven, Florida, do hereby desire to manifest their intention to adopt an Amendment to Article of Incorporation of CENTURY MOBILE MANOR, INC., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned have executed this document pursuant to the provisions of Section 607.1003 of the Florida Statutes for the purpose of expressing their unanimous intention and consent that the Articles be amended in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned, each of them, do hereby manifest their unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

SEE ATTACHED EXHIBIT "A"

IN WITNESS WHEREOF, the undersigned, being all the Directors and a majority of the Shareholders of CENTURY MOBILE MANOR, INC., have hereunto subscribed their signatures this 18 day of January 2001, and do hereby direct that this Amendment shall be filed with the Secretary of State of the State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

Date: 1-18-2001

George S. Branton
GEORGE S. BRANTON
Shareholder and Director

Date: 1-18-2001

Elizabeth I. Branton
ELIZABETH I. BRANTON
Shareholder and Director

Date: 1-19-2001

Robert M. Branton
ROBERT M. BRANTON
Shareholder

Date: 1-18-2001

David E. Branton
DAVID E. BRANTON
Shareholder

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TALLAHASSEE, FLORIDA

Date: 1-18-2001

Mary S. Branton
MARY S. BRANTON
Shareholder

Date: 1-20-01

Ashley Keith
ASHLEY KEITH
Shareholder

Date: 1-20-01

Jaclyn Keith
JACLYN KEITH
Shareholder

Date: 1-20-01

William S. Johnston III
WILLIAM S. JOHNSTON III
Shareholder

Date: 1-~~18~~²⁰-01

Stewart D. Johnson
STEWART D. JOHNSON
Shareholder

Date: 1-~~18~~²⁰-01

Nancy S. Johnston
NANCY S. JOHNSTON
Shareholder

Date: 1-~~18~~²⁰-01

William Nevada Johnston
WILLIAM NEVADA JOHNSTON
Shareholder

Date: 1-20-01

Adam M. Johnston
ADAM M. JOHNSTON
Shareholder

Date: 1-20-01

Adam McGavin IV
ADAM MCGAVIN IV
Shareholder

Date: 1-20-01

Mary Stewart Johnston Kelbie
MARY STEWART JOHNSTON KELBIE
Shareholder

3


Date: _____

ADAM MCGAVIN, JR.
Shareholder

Date: _____

VIRGINIA M. JOHNSTON
Shareholder

Date: 1/20/01


THOMAS E. PEASE
Director

FROM :

FAX NO. :

May. 29 2000 01:30PM P3

JAN-19-2001 18:13 FROM: ANDREW L REIFF PA 4074251501

TO: 352 357 0818

P.005 010

3

Date: 1-18-01

Adam McGavin, Jr.
ADAM MCGAVIN, JR.
Shareholder

Date: 1-18-01

Virginia M. Loenston
VIRGINIA M. LOENSTON
Shareholder

Date: _____

THOMAS E. PRASE
Director

4

ARTICLE VI: PURPOSE

The Corporation's business and purpose shall consist solely of the following:

(i) The acquisition, ownership, operation and management of the real estate project known as CYPRESS GARDENS MOBILE COMMUNITY AND CAMP GROUND located in Winter Haven, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE VII: LIMITATIONS ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article VI;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

5

- (vi) amend Articles VI, VII, VIII of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

ARTICLE VIII: SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.