

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Amended &
Restated

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☒ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EARA INVESTMENTS, INC.**

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Pursuant the provisions of Florida Statute 607.1007 the board of directors of EARA Investment, Inc. hereby amend and restate the Articles of Incorporation of the Corporation. These Amended and Restated contain amendments which have been approved by the sole shareholder and Board of Directors on May 27, 1999 as evidenced by the written consent contained herein. These amended and restated Articles of Incorporation shall supercede the original articles.

**ARTICLE I
Name and Address**

The name of the Corporation shall be **EARA INVESTMENTS, INC.** and its mailing address is 1530 Pinehurst Drive, Spring Hill, Florida 34606.

**ARTICLE II
Purpose and Powers**

Section 1. The nature of the business and the purpose to be conducted and promoted by the Corporation is to engage solely in the activity of acquiring, owning and operating that certain mobile home park located in Riverview Florida together with all improvements located thereon, (the "Property") and to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida, including Chapter 607 of the *Florida Statutes*, necessary or convenient to the conduct, promotion or attainment of the business and purpose otherwise set forth herein.

**ARTICLE III
Separate Covenants**

In order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in the certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

Section 1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

Section 2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.

Section 3. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

Section 4. It shall observe all corporate formalities.

Section 5. It shall not commingle assets with those of its parent and any affiliate.

Section 6. It shall conduct its own business in its own name.

Section 7. It shall maintain financial statements separate from its parent and any affiliate.

Section 8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

Section 9. It shall maintain an arm's length relationship with its parents and any affiliate.

Section 10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.

Section 11. It shall use stationary, invoices and checks separate from its parent and any affiliates.

Section 12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

Section 13. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article III, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Corporation, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means to power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a Corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, Corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE IV Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V Capital Stock; Preemptive Rights

Section 1. The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$1.00 per share.

Section 2. Every shareholder, upon the issue or sale of any new shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his *pro rata* share thereof at the price at which it is offered to others.

ARTICLE VI Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of One (1) Director, whose name and address is Rodney S. Ackley, 1530 Pinehurst Drive, Spring Hill, Florida 34606.

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII Initial Officers

Section 1. The Officers of the corporation are those described below and whose name and address is:

President: Rodney S. Ackley
 1530 Pinehurst Drive
 Spring Hill, Florida 34606

Secretary:: Eva F. Ackley
 1530 Pinehurst Drive
 Spring Hill, Florida 34606

Section 2. The offices of the corporation shall be as provided in the Bylaws of the Corporation.

Section 3. Officers shall be elected and hold office as provided in the Bylaws.

ARTICLE VIII Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Notwithstanding any provisions to the contrary no Bylaws shall be adopted by the Corporation which in anyway limit or repeal these Articles of Incorporation.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE IX
Amendments

Subject to the provisions of Article II, Section 2(e) above, these Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE X
Registered Office and Agent

Section 1. The street address of the registered office of the Corporation shall be 1530 Pinehurst Drive, Spring Hill, Florida 34606.

Section 2. The name of the registered agent of the Corporation located at said address shall be Rodney S. Ackley.

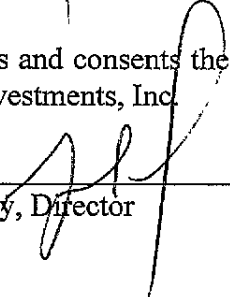
ARTICLE XI
Shareholder

The sole shareholder of the corporation is **Rodney S. Ackley** whose address is 1530 Pinehurst Drive, Spring Hill, Florida 34606.



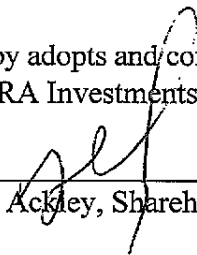
Rodney S. Ackley, President

The undersigned being the sole director hereby adopts and consents the foregoing as the Amended and Restated Articles of Incorporation of EARA Investments, Inc.



Rodney S. Ackley, Director

The undersigned being the sole shareholder hereby adopts and consents the foregoing as the Amended and Restated Articles of Incorporation of EARA Investments, Inc.



Rodney S. Ackley, Shareholder

CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

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Name of corporation: EARA INVESTMENTS, INC.

Present registered office (before change): 918A Drew Street,
Clearwater, Florida 34615.

New registered office: 1530 Pinehurst Drive, Spring Hill Florida
34606 and its mailing address is the same.

New Registered Agent: RODNEY S. ACKLEY.

I hereby certify that the street address of the registered
office and the street address of the business office of the
registered agent of the above corporation are identical.

I further certify that the above change of registered office
and/or registered agent has been authorized by resolution duly
adopted by the Board of Directors of EARA INVESTMENTS, INC.

DATED this 27th day of May, 1999.

EARA INVESTMENTS, INC.

BY: [Signature]
President

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at the
registered office designed above, I hereby accept such appointment
and agree to act in such capacity. I agree to comply with the
provisions of the sections of the Florida Statutes relative to
keeping open the registered office.

[Signature]
RODNEY S. ACKLEY