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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
922-4000 *Attention: DARLENE*

FAX #: (904)

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
66002140

ACCT#: 0766

CONTACT: KRISTEN DECLEENE

PHONE: (813) 461-1818

FAX #: (813)

441-8617

NAME: LAMPLIGHTER MHP, INC.

AUDIT NUMBER.....H97000009543

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 10

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*Amended
and
Restated
Articles
6-13-97
DZ*

JBP 38314.96767

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
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FAX #: (904)

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
66002140

ACCT#: 0766

CONTACT: KRISTEN DECLERNE

PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: LAMPLIGHTER MHP, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LAMPLIGHTER MHP, INC.

ARTICLE I.

NAME

The name of the corporation shall be LAMPLIGHTER MHP, INC.

ARTICLE II.

MAILING ADDRESS

The mailing address of the corporation shall be c/o Norton S. Karno, 16255 Ventura Boulevard, Penthouse Suite, Encino, California 91436-2363.

ARTICLE III.

NATURE OF BUSINESS

The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as a member and manager of a Florida limited liability company known as Lamplighter MHP Associates LC (the "Limited Liability Company") whose purpose is to acquire from ELL-CAP/G-57 LAMPLIGHTER, A CALIFORNIA LIMITED PARTNERSHIP, certain real property together with all improvements located thereon in the County of Brevard, State of Florida, known as the Lamplighter Mobile Home Park ("Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The corporation shall exercise all powers enumerated in the general corporation law as set forth under the Statutes of the State of Florida, necessary or convenient to the conduct, promotion or attainment of the business purposes otherwise set forth herein.

ARTICLE IV.

PROHIBITED ACTIVITIES

Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur or cause the Limited Liability Company to incur, or consent to or acquiesce in the Limited Liability Company incurring, indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any

Roger A. Larson, Esquire
Johnson, Blakely, Pope, Bokor, Ruppel & Burns P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
Florida Bar No. 108435

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TALLAHASSEE, FLORIDA

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mortgage lien exists on the Property, the corporation shall not and shall not cause the Limited Liability Company to incur, assume, or guaranty any other indebtedness, or consent to or acquiesce in the same, and shall not do any act, or omit to do any act, in violation of Article XIV hereof. The corporation shall not and shall not cause the Limited Liability Company to consolidate or merge with or into any other entity or convey or transfer its Property and assets substantially as an entirety to any entity, or consent to or acquiesce in the same, unless (i) the entity (if other than the corporation or Limited Liability Company) formed or surviving such consolidation or merger or that acquired by conveyance or transfer of the Property and assets of the corporation or Limited Liability Company substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article and in Article XIV hereof, and (c) shall expressly assume the due and punctual performance of the corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation or the Limited Liability Company and be continuing. For so long as a mortgage lien exists on the Property, the corporation shall not voluntarily commence a case, or consent to or acquiesce in the entry of an order for relief, with respect to itself or cause the Limited Liability Company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, without first obtaining approval of the mortgagees holding a first mortgage on the Property (i) no material amendment to these amended and restated articles of incorporation (these "Articles") or to the corporation's By-Laws nor to the articles of organization of the Limited Liability Company may be made without first obtaining approval of the mortgagees holding the first mortgage on the Property and (ii) in the event the life of the Limited Liability Company is not continued, the corporation shall not cause the Limited Liability Company to liquidate the Property.

ARTICLE V.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE VI.

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

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ARTICLE VII.PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VIII.TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX.DESIGNATION OF REGISTERED AGENT
INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as Roger A. Larson. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 911 Chestnut Street, Clearwater, Florida 34616. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE X.DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

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ARTICLE XI.**INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors are:

Norton S. Karno

16255 Ventura Boulevard
Penthouse Suite
Encino, CA 91436-2363

Martin G. Leffler

16530 Ventura Boulevard
Suite 305
Encino, CA 91436

The above named directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE XII.**SUBSCRIBER**

The name and street address of the undersigned as subscribers to the original Articles of Incorporation was:

Roger A. Larson
911 Chestnut Street
Clearwater, FL 34616

The undersigned as subscriber certifies that the stock subscribed for was not less than the amount of capital with which the corporation began business.

ARTICLE XIII.**INDEMNITY OF DIRECTORS AND OFFICERS**

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

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The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Limited Liability Company or the Property and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE XIV.

SEPARATENESS COVENANTS

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles, the corporation shall conduct its affairs in accordance with the following provisions:

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.
2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and, in authorizing such actions, shall observe all corporate formalities. The Board of Directors shall include at least one individual who is an Independent Director. Such Independent Director shall be required to be a part of the majority when approving the acts of the corporation. As used herein, an "Independent Director" shall be an individual who: (i) is not and has not been employed by the corporation or any of its respective subsidiaries or affiliates as a director, officer or employee within the five

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years immediately prior to such individual's appointment as an Independent Director, (ii) is not (and is not affiliated with a company or firm that is) a significant advisor or consultant to the corporation or any of its subsidiaries or affiliates, (iii) is not affiliated with a significant customer or supplier of the corporation or any of its subsidiaries or affiliates; (iv) is not affiliated with a company of which the corporation or any of its subsidiaries or affiliates is a significant customer or supplier; (v) does not have significant personal service contract(s) with the corporation or any of its subsidiaries or affiliates; (vi) is not affiliated with a tax exempt entity that receives significant contributions from the corporation or any of its subsidiaries or affiliates; (vii) is not a beneficial owner at the time of such individual's appointment as an Independent Director, or at any time thereafter while serving as Independent Director, of such number of shares of any classes of common stock of the corporation the value of which constitutes more than 5% of the outstanding common stock of the corporation; (viii) is not a spouse parent, sibling or child of any person described by (i) through (vii); (ix) is not an "insider" within the meaning of 11 U.S.C. §101(31); and (x) is not an "affiliate" within the meaning of 11 U.S.C. §101(2).

4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay its liabilities and expenses, including salaries of any employees, out of its own funds, and not from funds of its parent or any affiliate. It shall not pay any liabilities of its affiliates out of its own funds.
8. It shall maintain an arm's length relationship with its parent and any affiliate, and shall not enter into any transaction with any affiliate unless such transaction is on terms that would be beneficial to the limited liability company even if the other party to the transaction were not an affiliate.
9. 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.
10. It shall use stationery, invoices and checks separate from its parent and any affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

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12. It shall hold itself out as an entity separate from its parent and any affiliate.
13. It shall not own or acquire any asset other than the member interest in the Limited Liability Company and incidental cash and personal property related thereto.
14. It shall not make any loans or advances to any affiliates or acquire any obligations or securities thereof or ownership interests therein, other than its member interest in the Limited Liability Company.
15. It shall not engage in any business other than the ownership, holding for investment, and possible sale of its member interest in the Limited Liability Company.
16. It shall observe all organizational formalities applicable to the corporation under the laws of the State of Florida and under any other applicable laws.
17. It shall at all times maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations.
18. It shall not do any act in violation of the provisions of these Articles restricting the purposes of this corporation or any act in violation of any provision of these Articles prohibiting certain activities by this corporation, nor shall it omit to do any act necessary to avoid any such violations.

"For purposes of this Article XIV, 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; (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate; (iii) an "insider" within the meaning of 11 U.S.C. §101(31); and (iv) an "affiliate" within the meaning of 11 U.S.C. §101(2). For purposes of this definition, "control" when used with respect to any specified person, means the 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.

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"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 XV.

VOTING

Notwithstanding any provision hereof to the contrary, the following shall govern: When voting on matters concerning the Limited Liability Company, notwithstanding that the Limited Liability Company is not then insolvent, the corporation shall take into account the interest of the Limited Liability Company's creditors, as well as those of its members.

ARTICLE XVI.

BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation.

Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XVII.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

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ARTICLE XVIII.DATE OF INCEPTION

The date of the Corporate existence began on February 14, 1997, when its articles of incorporation were filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

RESTATED ARTICLES

These Amended and Restated Articles of Incorporation have been adopted and approved by an appropriate vote of the corporations directors and shareholders following appropriate notice to each in accordance with Section 607.0705, Florida Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 3rd day of June, 1997.

LAMPLIGHTER MHP, INC.,
a Florida corporation

By: Norton S. Karno
President Norton S. Karno

Attest: Norton S. Karno
Secretary Norton S. Karno

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CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION OF
LAMPLIGHTER MHP, INC.

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of Lamplighter MHP, Inc. has been amended and restated and a full copy of such Amended and Restated Articles of Incorporation is attached hereto. Accordingly the corporation certifies as follows:

1. The name of the corporation is Lamplighter MHP, Inc.
2. The restatement does not contain an amendment requiring Shareholder approval and the Board of Directors have adopted the restatement.
3. The effective date of the Amended and Restated Articles of Incorporation shall be upon filing with the Secretary of State, State of Florida.

Lamplighter MHP, Inc.,
a Florida corporation

Dated: June 3, 1997

By: Norton S. Karno
Norton S. Karno, President

By: Norton S. Karno
Norton S. Karno, Secretary

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Roger A. Larson, Esquire
Johnson, Blakely, Pope, Bokor, Ruppel & Burns P.A.
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
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