

P97000069420

2002 JUL 23 PM 1:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

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

1- HOLLAND MOBILE HOME PARK, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

200006591002--6
-07/23/02--01025--024
*****35.00 *****35.00

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 |

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 |

RECEIVED

02 JUL 23

C. Coulliette JUL 23 2002

Examiner's Initials

AMENDMENT TO ARTICLES OF INCORPORATION OF
HOLLAND MOBILE HOME PARK, INC.

WHEREAS, the undersigned, being all of the Directors and a majority of the Shareholders of HOLLAND MOBILE HOME PARK, INC., a corporation organized and existing under the laws of the State of Florida, and having its principal office in Lakeland, Florida, do hereby desire to manifest their intention to adopt an Amendment to Article of Incorporation of HOLLAND MOBILE HOME PARK, 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 all of the Shareholders of HOLLAND MOBILE HOME PARK, INC., have hereunto subscribed their signatures this 20 day of July, 2002, 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: 7/18/02

Alex Williams
ALEX WILLIAMS
Director and Shareholder

Date: _____

HUGH RAY
HUGH RAY
Director and Shareholder

Date: 7.19.2002

George Ray, Jr.
GEORGE RAY, JR.
Director and Shareholder

Date: _____

JOSEPH BALDWIN
JOSEPH BALDWIN
Director and Shareholder

FILED
2002 JUL 23 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION OF
HOLLAND MOBILE HOME PARK, INC.

WHEREAS, the undersigned, being all of the Directors and a majority of the Shareholders of HOLLAND MOBILE HOME PARK, INC., a corporation organized and existing under the laws of the State of Florida, and having its principal office in Lakeland, Florida, do hereby desire to manifest their intention to adopt an Amendment to Article of Incorporation of HOLLAND MOBILE HOME PARK, 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 all of the Shareholders of HOLLAND MOBILE HOME PARK, INC., have hereunto subscribed their signatures this 20th day of July, 2002, 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: _____

ALEX WILLIAMS
Director and Shareholder

Date: July 19 2002

HUGH RAY
Director and Shareholder

Date: _____

GEORGE RAY, JR.
Director and Shareholder

Date: 7-19-02

JOSEPH BALDWIN
Director and Shareholder

MARY ANN RAY
Revocable Trust dated April 21, 1999

Date: _____

MARY ANN RAY, Trustee
Shareholder

Date: _____

MARY ANN RAY, individually
Director

Date: 7-20-02

George Stewart Sr
GEORGE STEWART
Shareholder

Date: 7-20-02

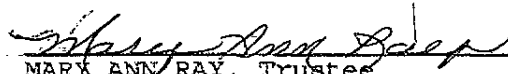
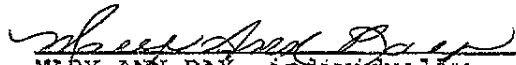
George Stewart Jr
GEORGE STEWART
Shareholder

Date: 7-18-02

Ben Marshall
BEN MARSHALL
Shareholder

MARY ANN RAY

Revocable Trust dated April 21, 1999

Date: 7-19-02
MARY ANN RAY, Trustee
ShareholderDate: 7-19-02
MARY ANN RAY, individually
Director

Date: _____

GEORGE STEWART
Shareholder

Date: _____

GEORGE STEWART
Shareholder

Date: _____

BEN MARSHALL
Shareholder

Enc. 5 of A

Article III. Purpose, Certain Prohibited Activities, Indemnification, Separateness Covenants

A. Purpose

"The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

1. To acquire from Sterling Properties certain parcels of real property (Sterling Mobile Home Park), together with all improvements located thereon, in the City of Lakeland, State of Florida (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.
3. To exercise all powers enumerated in the General Corporation Law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."

B. Certain Prohibited Activities

"The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of Union Capital Investments, LLC, its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the corporation will not 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 the First Mortgage exists on any portion of the Property, no material amendment to this certificate of incorporation or to the corporation's by-laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property."

C. Indemnification

"Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations."

D. Separateness Covenants

"For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
2. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
3. It shall observe all corporate formalities.
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 any liabilities out of its own funds, including salaries of any

employees, not funds of its parent or any affiliate.

8. It shall maintain an arm's length relationship with its parent and any 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 stationary, 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.

12. 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, its parent or any affiliate. 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.

"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.