

ST. ARNOLD & STEARNS
CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.

James R. Stearns, Esq.

Kim L. Kaszuba, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

P99000065885

July 15, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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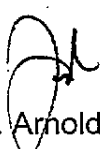
RE: HICKORY POINT MOBILE HOME PARK, INC.

Dear Sir/Madam:

Enclosed please find for filing the original and two copies of the Articles of Incorporation and Acceptance by Registered Agent on behalf of the referenced corporation. Also enclosed is our check in the amount of \$87.50; \$70.00 for the filing fee and \$17.50 for two (2) certified copies of the filed Articles.

Thank you for your kind assistance.

Sincerely,


Jack R. St. Arnold

JRS/jp
Enclosures

FILED
99 JUL 19 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GALLMON-CASE JUL 26 1999

**ARTICLES OF INCORPORATION
OF
HICKORY POINT MOBILE HOME PARK, INC.**

FILED
99 JUL 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be HICKORY POINT MOBILE HOME PARK, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:

1181 Anclote Road, Tarpon Springs, Florida 34689

ARTICLE III NATURE OF BUSINESS

The purpose of this corporation is to acquire, own, maintain, operate, rent, sell or otherwise transfer or dispose of or lease that certain manufactured housing community known as Hickory Point Mobile Home Park located at 1181 Anclote Road, Tarpon Springs, Florida 34689 (the "**Property**"), and to engage in activities and transactions which are necessary or advisable to accomplish the foregoing purposes. This corporation shall not engage in any other activity or business, and shall not change the foregoing business purposes without the prior written consent of the holder of any mortgage upon the foregoing Property.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V INITIAL
REGISTERED OFFICE
AND AGENT**

The street address of the initial registered office of this corporation is 1370 Pinehurst Road, Dunedin, Florida 34698, and the name of the initial registered agent of this corporation at that address is Jack R. St. Arnold.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

BENJAMIN D. RODDEY, III
1181 Ancote Road
Tarpon Springs, Florida 34689

CHRISTINA K. RODDEY
1181 Ancote Road
Tarpon Springs, Florida 34689

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

BENJAMIN D. RODDEY, III President
1181 Ancote Road
Tarpon Springs, Florida 34689

CHRISTINA K. RODDEY Secretary/Treasurer
1181 Ancote Road
Tarpon Springs, Florida 34689

ARTICLE IX SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
BENJAMIN D. RODDEY, III and CHRISTINA K. RODDEY, as tenant by the entireties	1181 Ancote Road Tarpon Springs, FL 34689	1,000	\$1,000

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XII AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII LIMITATION ON ABILITY TO INCUR DEBT

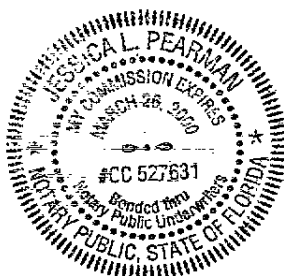
While any portion of that loan (the "**Mortgage Loan**") evidenced by that mortgage made by Bloomfield Acceptance Company, L.L.C. and secured the Property remains outstanding, the Company's ability to incur indebtedness is limited to (1) the Mortgage Loan and (2) trade payables incurred in the ordinary course of business relating to the ownership and operation of the Property.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of July, 1999.

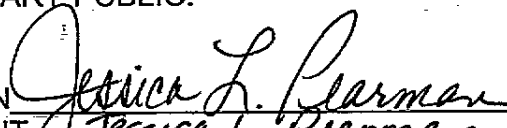

BENJAMIN D. RODDEY, III

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 15th day of July, 1999, by BENJAMIN D. RODDEY, III, who is personally known to me or who has produced N/A as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

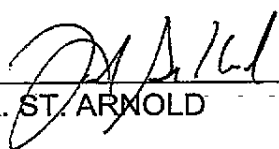


NOTARY PUBLIC:


SIGN Jessica L. Pearman
PRINT Jessica L. Pearman
State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.



JACK R. ST. ARNOLD

FILED
99 JUL 19 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA