



State of Ohio
Department of State

Date 2/09/88

G462-1850

Number 580422

Sherrod Brown
Secretary of State

Receipt No. 21240

G462-1850 0042

Received of EASTMAN & SMITH
or filed by

The sum of \$ 50.00 for filing MER of

WALNUT HILLS MOBILE HOME PARK, INC.

Returned to:

21240

MER \$ 50.00

EASTMAN & SMITH

ATT: G.M. HARDEN

800 UNITED SVGS. BLDG.

TOLEDO, OH 43604-1141

Name:

Total Fee: \$ 50.00

WALNUT HILLS MOBILE HOME PARK, INC.

2010-11-02



Department of State

The State of Ohio

Sherrod Brown

Secretary of State

580492

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of NER

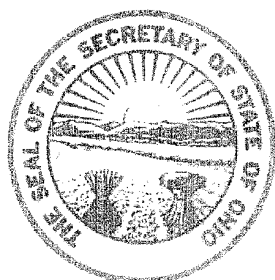
of:

WALNUT HILLS MOBILE HOME PARK, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 3462 at Frame 1852 of
the Records of Incorporation and Miscellaneous Filings

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 24TH day of AUG

A.D. 19 88

Sherrod Brown
Sherrod Brown
Secretary of State

G0462-1852

580492
APPROVED
8/24/88
\$60.

CERTIFICATE OF MERGER
OF
WESTGATE VILLAGE, INC.,
AN OHIO CORPORATION
INTO
WALNUT HILLS MOBILE HOME PARK, INC.,
AN OHIO CORPORATION

Pursuant to the provisions of Section 1701.81 of the Ohio Revised Code, Westgate Village, Inc., an Ohio corporation, and Walnut Hills Mobile Home Park, Inc., an Ohio corporation, hereby certify that:

1. Westgate Village, Inc. is to be merged into Walnut Hills Mobile Home Park, Inc., effective 12:00 a.m., midnight, E.S.T., on August 31, 1988, or on such later date as the Agreement of Merger, a copy of which is attached hereto as Exhibit A and made a part hereof, or a Certificate of Merger in accordance with Revised Code Section 1701.81 is filed with and accepted by the Secretary of State of the State of Ohio. Walnut Hills Mobile Home Park, Inc. shall continue its existence under and be governed by Ohio law upon the effective date of such merger.
2. The Agreement of Merger, a copy of which is attached hereto as Exhibit A and made a part hereof, was on behalf of Walnut Hills Mobile Home Park, Inc. first duly approved by action of written consent of all members of the Board of Directors of Walnut Hills Mobile Home Park, Inc. on the 28 day of December 1988, in accordance with Ohio Revised Code Section 1701.54 and 1701.78, and then approved and adopted by action by written consent of all of the shareholders of Walnut Hills Mobile Home Park, Inc., on the 1 day of January 1989, in accordance with Ohio Revised Code Section 1701.54 and 1701.78.
3. The Agreement of Merger, a copy of which is attached hereto as Exhibit A and made a part hereof, was on behalf of Westgate Village, Inc. first duly approved by action of written consent of all members of the Board of Directors of Westgate Village, Inc. on the 1 day of January, 1989, in accordance with Ohio Revised Code Section 1701.54 and 1701.78 and then approved and adopted by action by written consent of all of the shareholders

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of Westgate Village, Inc., on the 18 day of August 1988, in
accordance with Ohio Revised Code Section 1701.54 and 1701.78.

IN WITNESS WHEREOF, each of the undersigned corporations has caused
this Certificate of Merger to be executed in its name by its President and
Secretary this 18 day of August, 1988.

WESTGATE VILLAGE, INC.

By: X Cecil R. Adkins
Cecil R. Adkins, President

By: X Elizabeth A. Adkins
Elizabeth A. Adkins, Secretary

WALNUT HILLS MOBILE HOME PARK, INC.

By: X Cecil R. Adkins
Cecil R. Adkins, President

By: X Elizabeth A. Adkins
Elizabeth A. Adkins, Secretary

AGREEMENT OF MERGER, MERGING

G0402-1881

WESTGATE VILLAGE, INC.,

an Ohio Corporation

Into

WALNUT HILLS MOBILE HOME PARK, INC.,

an Ohio Corporation

THIS AGREEMENT OF MERGER, is made and entered into on the date set forth below, by and between Westgate Village, Inc., an Ohio corporation ("Westgate Village"), and Walnut Hills Mobile Home Park, Inc., an Ohio corporation ("Walnut Hills").

WITNESSETH, WHEREAS:

A. One hundred percent (100%) of the outstanding shares of common Stock of each of Westgate Village, and Walnut Hills, are owned beneficially and of record by Cecil R. Adkins and Elizabeth A. Adkins with each owning 50% of the stock in each such corporation; and

B. The Board of Directors of each of Westgate Village and Walnut Hills, in the interest of greater efficiency and administrative economy in the management of the business carried on by each corporation and in consideration of the mutual agreement of each corporation as set forth herein, deem it advisable and to the advantage and welfare of each corporation and its respective shareholders that Westgate Village be merged into Walnut Hills; and

C. Title 17, Chapter 1701 of the Revised Code of Ohio authorizes the merger of a corporation organized under the laws of the State of Ohio into another corporation organized under the laws of the State of Ohio.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Westgate Village, and Walnut Hills, the parties to this agreement, have agreed and do hereby agree as follows:

FIRST: Westgate Village shall be and hereby is merged into Walnut Hills and Walnut Hills shall be the continuing and surviving corporation (at times referred to as the "surviving corporation") and shall be governed by the Corporation Law of the State of Ohio. The merger shall be effected in accordance with the provisions of Section 1701.78 of the Ohio Revised Code.

SECOND: The Articles of Incorporation of Walnut Hills, are hereby amended in their entirety to read as follows, which Amended Articles of Incorporation shall continue to be the Articles of Incorporation of Walnut Hills unless and until altered, amended, or repealed in the manner specified herein or as provided by law:

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FIRST: The name of the corporation shall be Walnut Hills Mobile Home Park, Inc.

SECOND: The place in Ohio where its principal office is to be located is 30701 Drouillard Road, Walbridge, Wood County, Ohio 43465.

THIRD: The purposes for which the Corporation are formed are to acquire, construct, manage, and operate mobile home parks, mobile home sales, and all things necessary and incidental thereto, and to engage in any lawful act or activity for which a corporation may be formed under sections 1701.01 to 1701.98 inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Three Thousand (3,000) shares of common stock without par value.

Shares which are not issued pursuant to subscriptions taken by the Incorporator may be issued or agreed to be issued at any time and from time to time for such consideration or considerations as may be fixed by the Board of Directors. Any shares so issued, the consideration for which, as fixed by the Incorporator or by the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable.

FIFTH: No minimum amount of stated capital with which the corporation will begin business is required.

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary, the amount of working capital of the corporation, to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part thereof, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

SEVENTH: Whenever any action to be taken at a shareholders' meeting is by law required to have the assent or approval of the shareholders of a particular class, such assent or approval may be given by the affirmative vote of the holders of the majority of shares having voting power in respect of such action, unless the statutes or any agreements between or among all the shareholders otherwise require; "shares having voting power in respect of such

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action" shall mean shares represented at the particular meeting by the holders thereof in person or by proxy.

EIGHTH: A director or officer of this corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise; nor shall any transaction or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of any firm of which any such director or officer is a member or any corporation of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer of the corporation is a trustee or beneficiary, is in any way interested in such transaction or contract or act; nor shall any such director or officer be accountable or responsible to the corporation for or in respect to any transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member, or any corporation in which he is a shareholder, director, or trustee, is interested in such transaction or contract or act; provided the fact that such director or officer or such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act.

NINTH: The Corporation shall indemnify any present or former director, officer, or committee member of the Corporation or any of its affiliates, or any person serving at the request of the Corporation as present or former director, officer, or committee member of another corporation, partnership, joint venture, trust, or other enterprise, and his heirs, executors, administrators, against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities in connection with the defense or in connection with any claim asserted by or in the right of the corporation of any pending or threatened action, suit, or proceeding, whether criminal, civil, administrative or investigative, to which such person is or could reasonably expect to be made a party, to the fullest extent authorized by Section 1701.13, Ohio Revised Code as in effect at the

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date hereof or as later amended. Reference is made to any provision in such law requiring either a determination by the board of directors or a court of competent jurisdiction for determination of any relevant issues of fact.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, the Code of Regulations, agreements, insurance coverage, action of the shareholder, or otherwise.

The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Ohio shall not be construed as limiting any right of indemnification of any person which has accrued under an existing law. It is the intention of this provision that any liberalization of the law of the State of Ohio shall inure to the benefit of those persons entitled to indemnification. No change in the law of Ohio decreasing any right of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

THIRD: The amount of capital stock of the surviving corporation shall be unaffected by this merger except that the assets, liabilities, and capital of the surviving corporation will be adjusted as of the effective date of the merger to reflect the termination in accordance of generally accepted accounting principles.

FOURTH: The Code of Regulations of the surviving corporation shall remain and be the Code of Regulations of the surviving corporation as of and after the effective date of this Agreement, with such amendments as set forth as follows and otherwise as in this Agreement and until altered, amended, or repealed in the manner specified herein or as provided by law, or as provided in the Code of Regulations:

Article VI, Section 4. Fiscal Year is hereby changed to read as follows:

"Section 4. Fiscal Year. The fiscal year of the Corporation shall be from the 1st day of December to the 30th day of November, inclusive, in each year, or such other twelve consecutive months as the Board of Directors may by resolution designate.

FIFTH: The Statutory Agent for the surviving corporation shall remain and be Cecil R. Adkins, whose address is 400 Meadow Lane, Toledo, Ohio 43465.

SIXTH: The officers and directors of the surviving corporation serving on the effective date of the merger shall continue as the officers and directors of the surviving corporation until removed or replaced in the manner specified in the Code of Regulations of the surviving corporation or as otherwise provided by law.

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SEVENTH: When this Agreement of Merger shall have been approved, signed, and filed as required by the provisions of Title 17, Chapter 1701 of the Revised Code of Ohio, and upon the effective date of the merger, the separate existence of Westgate Village shall cease, and it shall be merged into Walnut Hills, the surviving corporation, in accordance with this Agreement of Merger.

EIGHTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement of Merger may be abandoned by either party, by appropriate resolution of its board of directors, at any time prior to the filing of this Agreement or by mutual consent of the parties by appropriate resolution of their respective boards of directors, at any time prior to the effective date of this merger.

NINTH: The merger shall become effective at 12:00 a.m., midnight, E.S.T., on August 31, 1988, or on such later date that this Agreement or a Certificate of Merger in accordance with Revised Code Section 1701.81 is filed with and accepted by the Secretary of State of the State of Ohio (the "effective date").

TENTH: This Agreement is duly approved by the resolutions adopted by the unanimous vote of all of the directors and all of the shareholders of each of the constituent corporations, and is adopted pursuant to Section 1701.78 of the Ohio Revised Code as the act of Westgate Village and Walnut Hills.

IN WITNESS WHEREOF, Westgate Village and Walnut Hills, the parties to this Agreement of Merger, pursuant to the authority duly given by their respective Boards of Directors and shareholders, have caused this Agreement of Merger to be executed in their respective corporate names by the President and Secretary of each of such corporations in multiple copies, on this 18 day of August 1988.

WESTGATE VILLAGE, INC.

By: X Cecil R. Adkins President
Cecil R. Adkins

By: X Elizabeth A. Adkins Secretary
Elizabeth A. Adkins

WALNUT HILLS MOBILE HOME PARK, INC.

By: X Cecil R. Adkins President
Cecil R. Adkins

By: X Elizabeth A. Adkins Secretary
Elizabeth A. Adkins

JKR:1467

60-107-1659

EASTMAN & SMITH

ATTORNEYS AT LAW

800 UNITED SAVINGS BUILDING
TOLEDO, OHIO 43604-1141TELEPHONE (419) 241-6000
TELECOPIER (419) 241-5568JOHN R. EASTMAN
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RICHARD E. ANTONINI
FREDERIC E. WOLF
M. DONALD CARMIN
ALLAN J. BROGAN
FRANK D. JACOBS
PATRICK J. JOHNSON
JAMES F. NOONEYBRUCE L. SMITH
MORTON BOBOWICK
DAVID M. JONES
HENRY N. HEUERMAN
JOHN H. BOGGS
JOHN T. LANDWEHR
DAVID L. KUHL
RICHARD T. SARGEANT
KENNETH C. BAKER
ROBERT J. GILMER, JR.PETER R. CASEY III
DAVID F. COOPER
RUDOLPH A. PECKINPAUGH, JR.
RONALD J. TICE
THOMAS A. DIXON
GARY M. HARDEN
BARRY W. FISSEL
JOHN D. WILLEY, JR.
JUDITH K. RUUD
JOSEPH A. GREGGSTEVEN D. REINBOLT
STUART J. GOLDBERG
THOMAS J. GIBNEY
MARK C. ABRAMSON
ROGER P. KLEE
DIRK P. PLESSNER
GREGORY A. WILLIAMS
KATHERINE C. JONESHOWARD M. FRIEDMAN
RALPH S. BOGGS
OF COUNSEL

August 23, 1988

Secretary of State
Office Tower, 14th Floor
30 East Broad Street
Columbus, OH 43214Re: Merger of Westgate Village, Inc. into
Walnut Hills mobile Home Park, Inc.
Our File No. W348/24590

Gentlemen:

In connection with the captioned matter, I enclose the following:

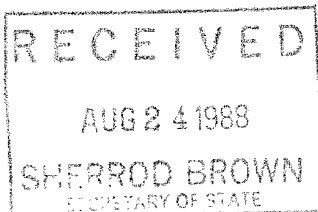
1. Certificate of Merger with a copy of the original Agreement of Merger attached.
2. An additional copy of No. 1. Please certify and return to me.
3. Our checks for \$50.00 and \$6.00.

Please return all processed documents to this office.

If you have any questions, please contact the undersigned or Judith K. Ruud immediately, by collect telephone call if necessary.

Yours very truly,

EASTMAN & SMITH


 Gary M. Harden
GMH:baf
#2314

Enclosures

cc: Offices of Raymond L. Spencer, C.P.A.
Attn: Timothy R. Callahan, C.P.A.FEDERAL EXPRESS