

WIO SECRETARY OF STATE
PROCESSING STATEMENT
7/18/92

HC492-1130

CHARTER NUMBER: 580492
ROLL AND FRAME: H492-1130

CORPORATION:

WALNUT HILLS MOBILE HOME PARK, INC.

DOCUMENT NUMBER

CODE

FEE

92121711901
92121711901

AMA
MIS
INC "

745.00
10.00
NO FEE

047201

RETURN TO: CORPORATE SERVICES
ATTN R M HARRISTON
50 W BROAD ST STE 1010
COLUMBUS OH 43215

0378

HC492-1131



The State of Ohio

Bob Taft

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

Fillings; that said records show the filing and recording of: AMA MIS INC

of:

WALNUT HILLS MOBILE HOME PARK, INC.

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

Recorded on Roll H492 at Frame 1132 of
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 17TH day of DEC

A.D. 19 92



Bob Taft
Bob Taft
Secretary of State

92121711901

HC492-1132

CERTIFICATE OF ADOPTION
OF
AMENDED ARTICLES OF INCORPORATION
OF
WALNUT HILLS MOBILE HOME PARK, INC.

580492
By *[Signature]*
Date 12-17-92
Amount 745.00
Rvd (12-19)

CHARTER NO. 580492

Cecil R. Adkins, President, and Elizabeth A. Adkins, Secretary, of WALNUT HILLS MOBILE HOME PARK, INC. (the "Corporation"), an Ohio corporation having its principal office located in Walbridge, Wood County, Ohio do hereby certify that in a writing dated December 15, 1992, and signed by all the shareholders who would be entitled to notice of a meeting held for that purpose pursuant to O.R.C §1701.54, the following resolution was authorized, approved and adopted by the Shareholders:

1. RESOLVED, that the following Amended Articles of Incorporation be and the same are hereby adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WALNUT HILLS MOBILE HOME PARK, INC.

CHARTER NO. 580492

These Amended and Restated Articles of Incorporation amend, restate and supersede the Articles of Incorporation of WALNUT HILLS MOBILE HOME PARK, INC. (the "Corporation"), filed with the Secretary of State on August 26, 1981, and all subsequent amendments thereto.

FIRST: The name of the corporation shall be WALNUT HILLS MOBILE HOME PARK, INC.

SECOND: The place in Ohio where the Corporation's principal office is located is 30701 Drouillard Road, Walbridge, Wood County, Ohio, 43465.

THIRD: The purpose for which the Corporation is formed is 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 section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is Twenty Eight Thousand (28,000) shares, all of which shall be without par value. The common stock shall be divided into two classes: Three Thousand (3,000) shares

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thereof shall be designated as Class A common stock, which shall have the exclusive voting powers in all matters. The remaining Twenty Five Thousand (25,000) shares of the common stock shall be designated as Class B common stock and shall have no voting powers whatsoever, except as may be otherwise provided by law. Such shares without par value may be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part of the amount of amounts of consideration which shall be received by the Corporation for shares without par value shall be capital.

FIFTH: The Board of Directors is hereby authorized to fix, determine and vary the amount of working capital of the Corporation, to determine whether any, and, if any, what part of its 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, 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.

SIXTH: Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of Ohio are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the Corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

SEVENTH: No holder of any share of the capital stock of the Corporation shall have any pre-emptive right to purchase any new issue of any class of shares offered for sale by the Corporation pursuant to Section 1701.15 of the Ohio Revised Code or any successor or similar provision of the law.

EIGHTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

NINTH: The Corporation shall indemnify any present or former director, officer, committee member, or employee of the Corporation

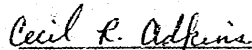
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or its affiliates, or any person serving at the request of the Corporation as present or former director, officer, or committee member of another corporation, partnership, joint venture, trust, or other enterprise, and his or her heirs, executors, and administrators, against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities in connection with the defense of 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 and in the manner provided by section 1701.13 of the Ohio Revised Code as in effect at the date hereof or as later amended.

The indemnification provided by this Article NINTH 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 Corporation's Articles of Incorporation, its Code of Regulations, other agreements, insurance coverage, actions of the shareholders, 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 rights 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.

IN WITNESS WHEREOF, the above-named officers acting for and on behalf of the Corporation have hereto subscribed their names the 15th day of December, 1992.



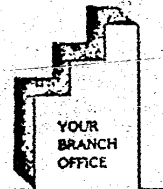
CECIL R. ADKINS, PRESIDENT



ELIZABETH A. ADKINS, SECRETARY

C:\HOME\ADKINS\WALNUT.CER

HC492-1135
CORPORATE SERVICES



50 West Broad Street, Suite 1010
 Columbus, Ohio 43215

Telephone
 (614) 464-2400

TO: SECRETARY OF STATE
 FROM: RUTH M. HARRISTON
 DATE: December 17, 1992

EXPEDITE

PLEASE FILE ON EXPEDITED BASIS!

FEE ENCLOSED \$755.00

Articles of Incorporation

WALNUT HILLS MOBILE HOME PARK, INC.

Certificate of:

Issued Articles

Amendment to Articles

Merger or Consolidation

Dissolution

Other:

ISSUE AT TIME OF FILING:

Good Standing Certificate 1 2 3
 Certified copy 1 2 3
 Merger Certificate

IMPORTANT INSTRUCTIONS:

DO NOT MAIL EXPEDITED DOCUMENTS!

EXPEDITE

CORPORATE SERVICES WILL PICK UP DOCUMENT

PROMPT PROFESSIONAL SERVICE