UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017
Commission file number 1-12616

SUN COMMUNITIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland	**38-2730780**
(State of Incorporation)	(I.R.S. Employer Identification No.)
27777 Franklin Rd. **Suite 200** **Southfield, Michigan**	**48034**
(Address of Principal Executive Offices)	(Zip Code)

(248) 208-2500
(Registrant’s telephone number, including area code)

Common Stock, Par Value $0.01 per Share	**New York Stock Exchange**
Securities Registered Pursuant to Section 12(b) of the Act	Name of each exchange on which registered

Securities Registered Pursuant to Section 12(g) of the Act: 6.50% Series A-4 Cumulative Convertible Preferred Stock, par value $0.01 per Share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [X] No [ ]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes [ ] No [X]

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one):

Large accelerated filer [X]	Accelerated filer [ ]	Non-accelerated filer [ ]
Smaller reporting company [ ]	Emerging growth company [ ]	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to section to Section 13(a) of the Exchange Act. [ ]

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

As of June 30, 2017, the aggregate market value of the Registrant's stock held by non-affiliates was $6,722,799,273 (computed by reference to the closing sales price of the Registrant's common stock as of June 30, 2017). For this computation, the Registrant has excluded the market value of all shares of common stock reported as beneficially owned by executive officers and directors of the Registrant; such exclusion shall not be deemed to constitute an admission that any such person is an affiliate of the Registrant.

Number of shares of common stock, $0.01 par value per share, outstanding as of February 15, 2018: 79,739,141

Documents Incorporated By Reference

Unless provided in an amendment to this Annual Report on Form 10-K, the information required by Part III is incorporated by reference to the registrant's proxy statement to be filed pursuant to Regulation 14A, with respect to the registrant's 2018 annual meeting of stockholders.

SUN COMMUNITIES, INC.

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PART I

ITEM 1. BUSINESS

GENERAL

Sun Communities, Inc., a Maryland corporation, and all wholly-owned or majority-owned and controlled subsidiaries, including Sun Communities Operating Limited Partnership, a Michigan limited partnership (the “Operating Partnership”) and Sun Home Services, Inc., a Michigan corporation (“SHS”) are referred to herein as the “Company,” “us,” “we,” and “our”. We are a self-administered and self-managed real estate investment trust (“REIT”).

We are a fully integrated real estate company which, together with our affiliates and predecessors, have been in the business of acquiring, operating, developing, and expanding manufactured housing (“MH”) and recreational vehicle (“RV”) communities since 1975. We lease individual parcels of land (“sites”) with utility access for placement of manufactured homes and RVs to our customers. We are also engaged through a taxable subsidiary, SHS, in the marketing, selling, and leasing of new and pre-owned homes to current and future residents in our communities. The operations of SHS support and enhance our occupancy levels, property performance and cash flows.

We own, operate, or have an interest in a portfolio of MH and RV communities. As of December 31, 2017, we owned, operated or had an interest in a portfolio of 350 properties in 29 states and Ontario, Canada (collectively, the “Properties”), including 230 MH communities, 89 RV communities, and 31 Properties containing both MH and RV sites. As of December 31, 2017, the Properties contained an aggregate of 121,892 developed sites comprised of 83,294 developed MH sites, 22,742 annual RV sites (inclusive of both annual and seasonal usage rights), and 15,856 transient RV sites. There are approximately 9,600 additional MH and RV sites suitable for development.

Our executive and principal property management office is located at 27777 Franklin Road, Suite 200, Southfield, Michigan 48034 and our telephone number is (248) 208-2500. We have regional property management offices located in Austin, Texas; Grand Rapids, Michigan; Denver, Colorado; Ft. Myers, Florida; and Orlando, Florida; and we employed an aggregate of 2,727 full and part time employees as of December 31, 2017.

Our website address is www.suncommunities.com and we make available, free of charge, on or through our website all of our periodic reports, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and current reports on Form 8-K, as soon as reasonably practicable after we file such reports with the Securities and Exchange Commission (the “SEC”).

STRUCTURE OF THE COMPANY

The Operating Partnership is structured as an umbrella partnership REIT, or UPREIT. In 1993, we contributed our net assets to the Operating Partnership in exchange for the sole general partner interest in the Operating Partnership and the majority of all the Operating Partnership’s initial capital. We conduct substantially all of our operations through the Operating Partnership. The Operating Partnership owns, either directly or indirectly through other subsidiaries, all of our assets. This UPREIT structure enables us to comply with certain complex requirements under the federal tax rules and regulations applicable to REITs, and to acquire MH and RV communities in transactions that defer some or all of the sellers’ tax consequences. The financial results of the Operating Partnership and our other subsidiaries are consolidated in our Consolidated Financial Statements. The financial results include certain activities that do not necessarily qualify as REIT activities under the Internal Revenue Code of 1986, as amended (the “Code”). We have formed taxable REIT subsidiaries, as defined in the Code, to engage in such activities. We use taxable REIT subsidiaries to offer certain services to our residents and engage in activities that would not otherwise be permitted under the REIT rules if provided directly by us or by the Operating Partnership. The taxable REIT subsidiaries include our home sales business, SHS, which provides manufactured home sales, leasing, and other services to current and prospective tenants of the Properties.

Under the partnership agreement, the Operating Partnership is structured to make distributions with respect to certain of the Operating Partnership units (“OP units”) at the same time that distributions are made to our common stockholders. The Operating Partnership is structured to permit limited partners holding certain classes or series of OP units to exchange those OP units for shares of our common stock (in a taxable transaction) and achieve liquidity for their investment.

As the sole general partner of the Operating Partnership, we generally have the power to manage and have complete control over the conduct of the Operating Partnership’s affairs and all decisions or actions made or taken by us as the general partner pursuant to the partnership agreement are generally binding upon all of the partners and the Operating Partnership.

We do not own all of the OP units. As of December 31, 2017, the Operating Partnership had issued and outstanding:

- 82,425,282 common OP units;
- 1,283,819 preferred OP units ("Aspen preferred OP units");
- 345,371 Series A-1 preferred OP units;
- 40,268 Series A-3 preferred OP units;
- 1,509,494 Series A-4 preferred OP units;
- 67,801 Series B-3 preferred OP units; and
- 316,357 Series C preferred OP units.

As of December 31, 2017, we held:

- 79,679,163 common OP units, or approximately 97 percent of the issued and outstanding common OP units;
- 1,085,365 Series A-4 preferred OP units, or approximately 72 percent of the issued and outstanding Series A-4 preferred OP units; and
- no Aspen preferred OP units, Series A-1 preferred OP units, Series A-3 preferred OP units, Series B-3 preferred OP units, or Series C preferred OP units.

Ranking and Priority

The various classes and series of OP units issued by the Operating Partnership rank as follows with respect to rights to the payment of distributions and the distribution of assets in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Operating Partnership:

- first, the Series A-4 preferred OP units, Aspen preferred OP units and Series A-1 preferred OP units, on parity with each other;
- next, the Series C preferred OP units;
- next, the Series B-3 preferred OP units;
- next, the Series A-3 preferred OP units; and
- finally, the common OP units.

Common OP Units

Subject to certain limitations, the holder of each common OP unit at its option may convert such common OP unit at any time into one share of our common stock. Holders of common OP units are entitled to receive distributions from the Operating Partnership as and when declared by the general partner, provided that all accrued distributions payable on OP units ranking senior to the common OP units have been paid. The holders of common OP units generally receive distributions on the same dates and in amounts equal to the distributions paid to holders of our common stock.

Aspen Preferred OP Units

Subject to certain limitations, at any time prior to January 1, 2024, the holder of each Aspen preferred OP unit at its option may convert such Aspen preferred OP unit into: (a) if the average closing price of our common stock for the preceding ten trading days is $68.00 per share or less, 0.397 common OP units, or (b) if the average closing price of our common stock for the preceding ten trading days is greater than $68.00 per share, the number of common OP units determined by dividing (i) the sum of (A) $27.00 plus (B) 25 percent of the amount by which the average closing price of our common stock for the preceding ten trading days exceeds $68.00 per share, by (ii) the average closing price of our common stock for the preceding ten trading days. The holders of Aspen preferred OP units are entitled to receive distributions not less than quarterly. Distributions on Aspen preferred OP units are generally paid on the same dates as distributions are paid to holders of common OP units. Each Aspen preferred OP unit is entitled to receive distributions in an amount equal to the product of (x) $27.00, multiplied by (y) an annual rate equal to the 10-year U.S. Treasury bond yield plus 239 basis points; provided, however, that the aggregate distribution rate shall not be less than 6.5 percent nor more than 9 percent. On January 2, 2024, we are required to redeem all Aspen preferred OP units that have not been converted to common OP units. In addition, we are required to redeem the Aspen preferred OP units of any holder thereof within five days after receipt of a written demand during the existence of certain uncured Aspen preferred OP unit defaults, including our failure to pay distributions on the Aspen preferred OP units when due and our failure to provide certain security for the payment of distributions on the Aspen preferred OP units. We may also redeem Aspen preferred OP units from time to time if we and the holder thereof agree to do so.

Series A-1 Preferred OP Units

Subject to certain limitations, the holder of each Series A-1 preferred OP unit at its option may exchange such Series A-1 preferred OP unit at any time into approximately 2.4390 shares of our common stock (which exchange rate is subject to adjustment upon stock splits, recapitalizations, and similar events). The holders of Series A-1 preferred OP units are entitled to receive distributions not less than quarterly. Distributions on Series A-1 preferred OP units are generally paid on the last day of each quarter. Each Series A-1 preferred OP unit is entitled to receive distributions in an amount equal to the product of $100.00 multiplied by an annual rate equal to 6.0 percent. Series A-1 preferred OP units do not have any voting or consent rights on any matter requiring the consent or approval of the Operating Partnership's limited partners.

Series A-3 Preferred OP Units

Subject to certain limitations, the holder of each Series A-3 preferred OP unit at its option may exchange such Series A-3 preferred OP unit at any time into approximately 1.8605 shares of our common stock (which exchange rate is subject to adjustment upon stock splits, recapitalizations, and similar events). The holders of Series A-3 preferred OP units are entitled to receive distributions not less than quarterly. Each Series A-3 preferred OP unit is entitled to receive distributions in an amount equal to the product of $100.00 multiplied by an annual rate equal to 4.5 percent. Series A-3 preferred OP units do not have any voting or consent rights on any matter requiring the consent or approval of the Operating Partnership's limited partners.

Series A-4 Preferred OP Units

In connection with the issuance of our 6.5% Series A-4 Cumulative Convertible Preferred Stock (the "Series A-4 preferred stock") in November 2014, the Operating Partnership created the Series A-4 preferred OP units as a new class of OP units. Series A-4 preferred OP units have economic and other rights and preferences substantially similar to those of the Series A-4 preferred stock, including rights to receive distributions at the same time and in the same amounts as distributions paid on Series A-4 preferred stock. Each Series A-4 preferred OP unit is exchangeable into approximately 0.4444 shares of common stock or common OP units (which exchange rate is subject to adjustment upon stock splits, recapitalizations, and similar events). The Operating Partnership issued Series A-4 preferred OP units to us in connection with our acquisition of a portfolio of MH communities from Green Courte Real Estate Partners, LLC and certain of their affiliated entities (collectively, the "Green Courte parties" or the "Green Courte entities").

In July 2015 and June 2017, we repurchased 4,066,586 and 438,448 Series A-4 preferred OP units, respectively. At December 31, 2017, we held 1,085,365 Series A-4 preferred OP units. The rights of the Series A-4 preferred OP units held by us mirror the economic rights of the Series A-4 preferred OP units issued to the Green Courte entities, but certain voting, consent, and other rights do not apply to the Series A-4 preferred OP units held by us.

If certain change of control transactions occur or if our common stock ceases to be listed or quoted on an exchange or quotation system, then at any time after November 26, 2019, we or the holders of shares of Series A-4 preferred stock and Series A-4 preferred OP units may cause all or any of those shares or units to be redeemed for cash at a redemption price equal to the sum of (i) the greater of (x) the amount that the redeemed shares of Series A-4 preferred stock and Series A-4 preferred OP units would have received in such transaction if they had been converted into shares of our common stock immediately prior to such transaction, or (y) $25.00 per share, plus (ii) any accrued and unpaid distributions thereon to, but not including, the redemption date.

Series B-3 Preferred OP Units

Series B-3 preferred OP units are not convertible. The holders of Series B-3 preferred OP units generally receive distributions on the last day of each quarter. Each Series B-3 preferred OP unit is entitled to receive distributions in an amount equal to the product of $100.00 multiplied by an annual rate equal to 8.0 percent.

Subject to certain limitations, (x) during the 90-day period beginning on each of the tenth through fifteenth anniversaries of the issue date of the applicable Series B-3 preferred OP units, (y) at any time after the fifteenth anniversary of the issue date of the applicable Series B-3 preferred OP units, or (z) after our receipt of notice of the death of the electing holder of a Series B-3 preferred OP unit, each holder of Series B-3 preferred OP units may require us to redeem such holder's Series B-3 preferred OP units at the redemption price of $100.00 per unit. In addition, at any time after the fifteenth anniversary of the issue date of the applicable Series B-3 preferred OP units we may redeem, at our option, all of the Series B-3 preferred OP units of any holder thereof at the redemption price of $100.00 per unit. Series B-3 preferred OP units do not have any voting or consent rights on any matter requiring the consent or approval of the Operating Partnership's limited partners.

During the three months ended December 31, 2017, we redeemed a total of 44,599 B-3 preferred OP units. At December 31, 2017, there were outstanding 10,800 Series B-3 preferred OP units which were issued on December 1, 2002, 24,751 Series B-3 preferred OP units which were issued on January 1, 2003, and 32,250 Series B-3 preferred OP units which were issued on January 5, 2004.

Series C Preferred OP Units

Subject to certain limitations, the holder of each Series C preferred OP unit at its option may exchange such Series C preferred OP unit at any time into 1.11 shares of our common stock (which exchange rate is subject to adjustment upon stock splits, recapitalizations, and similar events). The holders of Series C preferred OP units are entitled to receive distributions not less than quarterly. Each Series C preferred OP unit is entitled to receive distributions in an amount equal to the product of $100.00 multiplied by an annual rate equal to (i) 4.5 percent until April 1, 2020, and (ii) 5.0 percent after April 2, 2020. Series C preferred OP units do not have any voting or consent rights on any matter requiring the consent or approval of the Operating Partnership's limited partners.

REAL PROPERTY OPERATIONS

Properties are designed and improved for several home options of various sizes and designs that consist of both MH communities and RV communities.

An MH community is a residential subdivision designed and improved with sites for the placement of manufactured homes, related improvements, and amenities. Manufactured homes are detached, single-family homes which are produced off-site by manufacturers and installed on sites within the community. Manufactured homes are available in a wide array of designs, providing owners with a level of customization generally unavailable in other forms of multi-family housing developments.

Modern manufactured housing communities contain improvements similar to other garden-style residential developments, including centralized entrances, paved streets, curbs, gutters, and parkways. In addition, these communities also often provide a number of amenities, such as a clubhouse, a swimming pool, shuffleboard courts, tennis courts, and laundry facilities.

An RV community is a resort or park designed and improved with sites for the placement of RVs for varied lengths of time. Properties may also provide vacation rental homes. RV communities include a number of amenities such as restaurants, golf courses, swimming pools, tennis courts, fitness centers, planned activities, and spacious social facilities.

The owner of each home on our Properties leases the site on which the home is located. We typically own the underlying land, utility connections, streets, lighting, driveways, common area amenities, and other capital improvements and are responsible for enforcement of community guidelines and maintenance. In five of our 350 communities, we do not own all of the underlying land and operate the communities pursuant to ground leases. Certain of the Properties provide water and sewer service through public or private utilities, while others provide these services to residents from on-site facilities. Each owner of a home within our Properties is responsible for the maintenance of the home and leased site. As a result, our capital expenditure needs tend to be less significant relative to multi-family rental apartment complexes.

PROPERTY MANAGEMENT

Our property management strategy emphasizes intensive, hands-on management by dedicated, on-site district and community managers. We believe that this on-site focus enables us to continually monitor and address resident concerns, the performance of competitive properties, and local market conditions. As of December 31, 2017, we employed 2,727 full and part time employees, of which 2,348 were located on-site as property managers, support staff, or maintenance personnel.

Our community managers are overseen by John B. McLaren, our President and Chief Operating Officer, who has been in the manufactured housing industry since 1995, three Senior Vice Presidents of Operations and Sales, eight Divisional Vice Presidents and 35 Regional Vice Presidents. Each Regional Vice President is responsible for semi-annual market surveys of competitive communities, interaction with local manufactured home dealers, regular property inspections, and oversight of property operations and sales functions for seven to 14 properties.

Each district or community manager performs regular inspections in order to continually monitor the Property's physical condition and to effectively address tenant concerns. In addition to a district or community manager, each district or property has on-site maintenance personnel and management support staff. We hold mandatory training sessions for all new property management personnel to ensure that management policies and procedures are executed effectively and professionally. All of our property management personnel participate in on-going training to ensure that changes to management policies and procedures are implemented consistently. We offer over 300 trainings including books, online courses, webinars and live sessions for our team members through our Sun University, which has led to increased knowledge and accountability for daily operations and policies and procedures.

HOME SALES AND RENTALS

SHS is engaged in the marketing, selling and leasing of new and pre-owned homes to current and future residents in our communities. Because tenants often purchase a home already on-site within a community, such services enhance occupancy and property performance. Additionally, because many of the homes on the Properties are sold through SHS, better control of home quality in our communities can be maintained than if sales services were conducted solely through third-party brokers.

SHS also leases homes to prospective tenants. At December 31, 2017, SHS had 11,074 occupied leased homes in its portfolio. New and pre-owned homes are purchased for the Rental Program. Leases associated with the Rental Program generally have a term of one year. The Rental Program requires intensive management of costs associated with repair and refurbishment of these homes as the tenants vacate and the homes are re-leased, similar to apartment rentals. We received approximately 49,000 applications during 2017 to live in our Properties, providing a significant "resident boarding" system allowing us to market purchasing a home to the best applicants and to rent to the remainder of approved applicants. Through the Rental Program we are able to demonstrate our product and lifestyle to the renters, while monitoring their payment history and converting qualified renters to owners.

REGULATIONS AND INSURANCE

General

MH and RV community properties are subject to various laws, ordinances and regulations, including regulations relating to recreational facilities such as swimming pools, clubhouses, and other common areas. We believe that each Property has the necessary operating permits and approvals.

Insurance

Our management believes that the Properties are covered by adequate fire, property, business interruption, general liability, and (where appropriate) flood and earthquake insurance provided by reputable companies with commercially reasonable deductibles and limits. We maintain a blanket policy that covers all of our Properties. We have obtained title insurance insuring fee title to the Properties in an aggregate amount which we believe to be adequate. Claims made to our insurance carriers that are determined to be recoverable are classified in other receivables as incurred.

SITE LEASES OR USAGE RIGHTS

Typical tenant leases for MH sites are month-to-month or year-to-year, renewable upon the consent of both parties, or, in some instances, as provided by statute. Certain of our leases, mainly at our Florida and California properties, are tied to the consumer price index or other indices as they relate to rent increases. Generally, market rate adjustments are made on an annual basis. These leases are cancelable for non-payment of rent, violation of community rules and regulations or other specified defaults.

During the five calendar years ended December 31, 2017, on average 2.2 percent of the homes in our communities have been removed by their owners and 5.6 percent of the homes have been sold by their owners to a new owner who then assumes rental obligations as a community resident. The average cost to move a home is approximately $4,000 to $10,000. The average resident remains in our communities for approximately 15 years, while the average home, which gives rise to the rental stream, remains in our communities for over 40 years.

Please see the Risk Factors in Item 1A, and our accompanying Consolidated Financial Statements and related notes thereto beginning on page F-1 of this Annual Report on Form 10-K for more detailed information.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains various "forward-looking statements" within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and we intend that such forward-looking statements will be subject to the safe harbors created thereby. For this purpose, any statements contained in this filing that relate to expectations, beliefs, projections, future plans and strategies, trends or prospective events or developments and similar expressions concerning matters that are not historical facts are deemed to be forward-looking statements. Words such as "forecasts," "intends," "intend," "intended," "goal," "estimate," "estimates," "expects," "expect," "expected," "project," "projected," "projections," "plans," "predicts," "potential," "seeks," "anticipates," "anticipated," "should," "could," "may," "will," "designed to," "foreseeable future," "believe," "believes," "scheduled," "guidance" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words. These forward-looking statements reflect our current views with respect to future events and financial performance, but involve known and unknown risks and uncertainties, both general and specific to the matters discussed in this filing. These risks and uncertainties may cause our actual results to be materially different from any future results expressed or implied by such forward-looking statements. In addition to the risks disclosed under "Risk Factors" contained in this Annual Report on Form 10-K and our other filings with the SEC, such risks and uncertainties include but are not limited to:

- changes in general economic conditions, the real estate industry, and the markets in which we operate;
- difficulties in our ability to evaluate, finance, complete and integrate acquisitions, developments and expansions successfully;
- our liquidity and refinancing demands;
- our ability to obtain or refinance maturing debt;
- our ability to maintain compliance with covenants contained in our debt facilities;
- availability of capital;
- changes in foreign currency exchange rates, specifically between the U.S. dollar and Canadian dollar;
- our ability to maintain rental rates and occupancy levels;
- our failure to maintain effective internal control over financial reporting and disclosure controls and procedures;
- increases in interest rates and operating costs, including insurance premiums and real property taxes;
- risks related to natural disasters such as hurricanes, earthquakes, floods and wildfires;
- general volatility of the capital markets and the market price of shares of our capital stock;
- our failure to maintain our status as a REIT;
- changes in real estate and zoning laws and regulations;
- legislative or regulatory changes, including changes to laws governing the taxation of REITs;
- litigation, judgments or settlements;
- competitive market forces;
- the ability of manufactured home buyers to obtain financing; and
- the level of repossessions by manufactured home lenders.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made. We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference into this filing, whether as a result of new information, future events, changes in our expectations or otherwise, except as required by law.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. All written and oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by these cautionary statements.

ITEM 1A. RISK FACTORS

Our prospects are subject to certain uncertainties and risks. Our future results could differ materially from current results, and our actual results could differ materially from those projected in forward-looking statements as a result of certain risk factors. These risk factors include, but are not limited to, those set forth below, other one-time events, and important factors disclosed previously and from time to time in our other filings with the SEC.

REAL ESTATE RISKS

General economic conditions and the concentration of our properties in Florida, Michigan, Texas, and California may affect our ability to generate sufficient revenue.

The market and economic conditions in our current markets generally, and specifically in metropolitan areas of our current markets, may significantly affect manufactured home occupancy or rental rates. Occupancy and rental rates, in turn, may significantly affect our revenues, and if our communities do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay or refinance our debt obligations could be adversely affected. We derive significant amounts of our rental income from properties located in Florida, Michigan, Texas, and California.

As of December 31, 2017, 123 properties, representing approximately 35.5 percent of developed sites, are located in Florida; 68 properties, representing approximately 21.4 percent of developed sites, are located in Michigan; 21 properties, representing approximately 6.5 percent of developed sites, are located in Texas; and 27 properties, representing approximately 5.3 percent of developed sites, are located in California. As a result of the geographic concentration of our Properties in Florida, Michigan, Texas, and California, we are exposed to the risks of downturns in the local economy or other local real estate market conditions which could adversely affect occupancy rates, rental rates, and property values of properties in these markets.

Our income would also be adversely affected if tenants were unable to pay rent or if sites were unable to be rented on favorable terms. If we were unable to promptly relet or renew the leases for a significant number of the sites, or if the rental rates upon such renewal or reletting were significantly lower than expected rates, then our business and results of operations could be adversely affected. In addition, certain expenditures associated with each Property (such as real estate taxes and maintenance costs) generally are not reduced when circumstances cause a reduction in income from the Property. Furthermore, real estate investments are relatively illiquid and, therefore, will tend to limit our ability to vary our portfolio promptly in response to changes in economic or other conditions.

The following factors, among others, may adversely affect the revenues generated by our communities:

- the national and local economic climate which may be adversely impacted by, among other factors, plant closings, and industry slowdowns;
- local real estate market conditions such as the oversupply of MH and RV sites or a reduction in demand for MH and RV sites in an area;
- changes in foreign currency exchange rates, specifically between the U.S. dollar and Canadian dollar;
- the number of repossessed homes in a particular market;
- the lack of an established dealer network;
- the rental market which may limit the extent to which rents may be increased to meet increased expenses without decreasing occupancy rates;
- the perceptions by prospective tenants of the safety, convenience and attractiveness of our Properties and the neighborhoods where they are located;
- zoning or other regulatory restrictions;
- competition from other available MH and RV communities and alternative forms of housing (such as apartment buildings and site-built single-family homes);

- our ability to effectively manage, maintain and insure the Properties;
- increased operating costs, including insurance premiums, real estate taxes, and utilities; and
- the enactment of rent control laws or laws taxing the owners of manufactured homes.

Competition affects occupancy levels and rents which could adversely affect our revenues.

Our Properties are located in developed areas that include other MH and RV community properties. The number of competitive MH and RV community properties in a particular area could have a material adverse effect on our ability to lease sites and increase rents charged at our Properties or at any newly acquired properties. We may be competing with others with greater resources and whose officers and directors have more experience than our officers and directors. In addition, other forms of multi-family residential properties, such as private and federally funded or assisted multi-family housing projects and single-family housing, provide housing alternatives to potential tenants of MH and RV communities.

Our ability to sell or lease manufactured homes may be affected by various factors, which may in turn adversely affect our profitability.

SHS operates in the manufactured home market offering manufactured home sales and leasing services to tenants and prospective tenants of our communities. The market for the sale and lease of manufactured homes may be adversely affected by the following factors:

- downturns in economic conditions which adversely impact the housing market;
- an oversupply of, or a reduced demand for, manufactured homes;
- the difficulty facing potential purchasers in obtaining affordable financing as a result of heightened lending criteria; and
- an increase or decrease in the rate of manufactured home repossessions which provide aggressively priced competition to new manufactured home sales.

Any of the above listed factors could adversely impact our rate of manufactured home sales and leases, which would result in a decrease in profitability.

The cyclical and seasonal nature of the MH and the RV industries may lead to fluctuations in our operating results.

The MH and RV markets can experience cycles of growth and downturn due to seasonality patterns. In the MH market, certain properties maintain higher occupancy during the summer months, while certain other properties maintain higher occupancy during the winter months. The RV market typically shows a decline in demand over the winter months, yet usually produces higher growth in the spring and summer months due to higher use by vacationers. Our results on a quarterly basis can fluctuate due to this cyclicality and seasonality.

We may not be able to integrate or finance our acquisitions and our acquisitions may not perform as expected.

We have acquired and intend to continue to acquire MH and RV properties on a select basis. Our acquisition activities and their success are subject to the following risks:

- we may be unable to acquire a desired property because of competition from other well-capitalized real estate investors, including both publicly traded REITs and institutional investment funds;
- even if we enter into an acquisition agreement for a property, it is usually subject to customary conditions to closing, including completion of due diligence investigations to our satisfaction, which may not be satisfied;
- even if we are able to acquire a desired property, competition from other real estate investors may significantly increase the purchase price;
- we may be unable to finance acquisitions on favorable terms;

- acquired properties may fail to perform as expected;
- acquired properties may be located in new markets where we face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area, and unfamiliarity with local governmental and permitting procedures; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations.

If any of the above risks occurred, our business and results of operations could be adversely affected.

In addition, we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities. As a result, if a liability were to be asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle it, which could adversely affect our cash flow.

Increases in taxes and regulatory compliance costs may reduce our results of operations.

Costs resulting from changes in real estate laws, income taxes, service or other taxes, generally are not passed through to tenants under leases and may adversely affect our results of operations and financial condition. Similarly, changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures, which would adversely affect our business and results of operations.

We may not be able to integrate or finance our expansion and development activities.

From time to time, we engage in the construction and development of new communities or expansion of existing communities, and may continue to engage in the development and construction business in the future. Our construction and development pipeline may be exposed to the following risks which are in addition to those risks associated with the ownership and operation of established MH and RV communities:

- we may not be able to obtain financing with favorable terms for community development which may make us unable to proceed with the development;
- we may be unable to obtain, or face delays in obtaining, necessary zoning, building and other governmental permits and authorizations, which could result in increased costs and delays, and even require us to abandon development of the community entirely if we are unable to obtain such permits or authorizations;
- we may abandon development opportunities that we have already begun to explore and as a result we may not recover expenses already incurred in connection with exploring such development opportunities;
- we may be unable to complete construction and lease-up of a community on schedule resulting in increased debt service expense and construction costs;
- we may incur construction and development costs for a community which exceed our original estimates due to increased materials, labor or other costs, which could make completion of the community uneconomical and we may not be able to increase rents to compensate for the increase in development costs which may impact our profitability;
- we may be unable to secure long-term financing on completion of development resulting in increased debt service and lower profitability; and
- occupancy rates and rents at a newly developed community may fluctuate depending on several factors, including market and economic conditions, which may result in the community not being profitable.

If any of the above risks occurred, our business and results of operations could be adversely affected.

Rent control legislation may harm our ability to increase rents.

State and local rent control laws in certain jurisdictions may limit our ability to increase rents and to recover increases in operating expenses and the costs of capital improvements. Enactment of such laws has been considered from time to time in other jurisdictions. Certain Properties are located, and we may purchase additional properties, in markets that are either subject to rent control or in which rent-limiting legislation exists or may be enacted.

Legislative requirements can limit accessibility of affordable financing for potential manufactured home buyers.

Recent legislation impacting third party loan originators, consumer protection laws and lender requirements to investigate a borrower's creditworthiness may restrict access of affordable chattel financing to potential manufactured home buyers.

We may be subject to environmental liability.

Under various federal, state and local laws, ordinances and regulations, an owner or operator of real estate is liable for the costs of removal or remediation of certain hazardous substances at, on, under or in such property. Such laws often impose liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous substances. The presence of such substances, or the failure to properly remediate such substances, may adversely affect the owner’s ability to sell or rent the property, to borrow using the property as collateral or to develop the property. Persons who arrange for the disposal or treatment of hazardous substances also may be liable for the costs of removal or remediation of such substances at a disposal or treatment facility owned or operated by another person. In addition, certain environmental laws impose liability for the management and disposal of asbestos-containing materials and for the release of such materials into the air. These laws may provide for third parties to seek recovery from owners or operators of real properties for personal injury associated with asbestos-containing materials. In connection with the ownership, operation, management, and development of real properties, we may be considered an owner or operator of such properties and, therefore, are potentially liable for removal or remediation costs, and also may be liable for governmental fines and injuries to persons and property. When we arrange for the treatment or disposal of hazardous substances at landfills or other facilities owned by other persons, we may be liable for the removal or remediation costs at such facilities.

All of the Properties have been subject to a Phase I or similar environmental audit (which involves general inspections without soil sampling or ground water analysis) completed by independent environmental consultants. These environmental audits have not revealed any significant environmental liability that would have a material adverse effect on our business. These audits cannot reflect conditions arising after the studies were completed, and no assurances can be given that existing environmental studies reveal all environmental liabilities, that any prior owner or operator of a property or neighboring owner or operator did not create any material environmental condition not known to us, or that a material environmental condition does not otherwise exist as to any one or more Properties.

Losses in excess of our insurance coverage or uninsured losses could adversely affect our operating results and cash flow.

We have a significant concentration of properties in Florida and California, where natural disasters or other catastrophic events such as hurricanes or earthquakes could negatively impact our operating results and cash flows. We maintain comprehensive liability, fire, property, business interruption, general liability, and (where appropriate) flood and earthquake insurance, provided by reputable companies with commercially reasonable deductibles and limits. Certain types of losses including, but not limited to, riots or acts of war, may be either uninsurable or not economically insurable. In the event an uninsured loss occurs, we could lose both our investment in and anticipated profits and cash flow from the affected property. Any loss could adversely affect our ability to repay our debt.

FINANCING AND INVESTMENT RISKS

Our significant amount of debt could limit our operational flexibility or otherwise adversely affect our financial condition.

We have a significant amount of debt. As of December 31, 2017, we had approximately $3.1 billion of total debt outstanding, consisting of approximately $2.9 billion in debt that is collateralized by mortgage liens on 190 of the Properties, $129.2 million that is secured by collateralized receivables, $41.3 million on our lines of credit, and $41.4 million that is unsecured debt. If we fail to meet our obligations under our secured debt, the lenders would be entitled to foreclose on all or some of the collateral securing such debt which could have a material adverse effect on us and our ability to make expected distributions, and could threaten our continued viability.

We are subject to the risks normally associated with debt financing, including the following risks:

- our cash flow may be insufficient to meet required payments of principal and interest, or require us to dedicate a substantial portion of our cash flow to pay our debt and the interest associated with our debt rather than to other areas of our business;
- our existing indebtedness may limit our operating flexibility due to financial and other restrictive covenants, including restrictions on incurring additional debt;
- it may be more difficult for us to obtain additional financing in the future for our operations, working capital requirements, capital expenditures, debt service or other general requirements;
- we may be more vulnerable in the event of adverse economic and industry conditions or a downturn in our business;
- we may be placed at a competitive disadvantage compared to our competitors that have less debt; and
- we may not be able to refinance at all or on favorable terms, as our debt matures.

If any of the above risks occurred, our financial condition and results of operations could be materially adversely affected.

We may incur substantially more debt, which would increase the risks associated with our substantial leverage.

Despite our current indebtedness levels, we may incur substantially more debt in the future. If new debt is added to our current debt levels, an even greater portion of our cash flow will be needed to satisfy our debt service obligations. As a result, the related risks that we now face could intensify and increase the risk of a default on our indebtedness.

TAX RISKS

We may suffer adverse tax consequences and be unable to attract capital if we fail to qualify as a REIT.

We believe that since our taxable year ended December 31, 1994, we have been organized and operated, and intend to continue to operate, so as to qualify for taxation as a REIT under the Code. Although we believe that we have been and will continue to be organized and have operated and will continue to operate so as to qualify for taxation as a REIT, we cannot be assured that we have been or will continue to be organized or operated in a manner to so qualify or remain so qualified. Qualification as a REIT involves the satisfaction of numerous requirements (some on an annual and quarterly basis) established under highly technical and complex Code provisions for which there are only limited judicial or administrative interpretations, and involves the determination of various factual matters and circumstances not entirely within our control. In addition, frequent changes occur in the area of REIT taxation, which require us to continually monitor our tax status.

If we fail to qualify as a REIT in any taxable year, our taxable income could be subject to U.S. federal income tax at regular corporate rates (including any applicable alternative minimum tax). Moreover, unless entitled to relief under certain statutory provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. This treatment would reduce our net earnings available for investment or distribution to stockholders because of the additional tax liability to us for the years involved. In addition, distributions to stockholders would no longer be required to be made.

Federal, state and foreign income tax laws governing REITs and related interpretations may change at any time, and any such legislative or other actions affecting REITs could have a negative effect on us.

Federal, state and foreign income tax laws governing REITs or the administrative interpretations of those laws may be amended at any time. Federal, state, and foreign tax laws are under constant review by persons involved in the legislative process, at the Internal Revenue Service and the U.S. Department of the Treasury, and at various state and foreign tax authorities. Changes to tax laws, regulations, or administrative interpretations, which may be applied retroactively, could adversely affect us. We cannot predict whether, when, in what forms, or with what effective dates, the tax laws, regulations, and administrative interpretations applicable to us may be changed. Accordingly, we cannot assert that any such change will not significantly affect either our ability to qualify for taxation as a REIT or the income tax consequences to us.

In particular, new U.S. federal tax legislation enacted into law on December 22, 2017 informally titled the Tax Cut and Jobs Act (the “Tax Act”) has made many major changes to the taxation of individuals and businesses. There are a significant number of technical issues and uncertainties with respect to the interpretation and application of the Tax Act, which may or may not be clarified by future guidance. It is not possible to predict whether such clarifications will result in adverse consequences to the Company or its stockholders. Stockholders are urged to consult their tax advisors with respect to the effects of the Tax Act and to monitor future guidance issued with respect to the Tax Act and any other potential amendments to relevant tax laws.

We intend for the Operating Partnership to be taxed as a partnership, but we cannot guarantee that it will qualify.

We believe that the Operating Partnership has been organized as a partnership and will qualify for treatment as such under the Code. However, if the Operating Partnership is deemed to be a "publicly traded partnership," it will be treated as a corporation instead of a partnership for federal income tax purposes unless at least 90 percent of its income is qualifying income as defined in the Code. The income requirements applicable to REITs and the definition of "qualifying income" for purposes of this 90 percent test are similar in most respects. Qualifying income for the 90 percent test generally includes passive income, such as specified types of real property rents, dividends, and interest. We believe that the Operating Partnership has and will continue to meet this 90 percent test, but we cannot guarantee that it has or will. If the Operating Partnership were to be taxed as a regular corporation, it would incur substantial tax liabilities, we would fail to qualify as a REIT for federal income tax purposes, and our ability to raise additional capital could be significantly impaired.

Our ability to accumulate cash may be restricted due to certain REIT distribution requirements.

In order to qualify as a REIT, we must distribute to our stockholders at least 90 percent of our REIT taxable income (calculated without any deduction for dividends paid and excluding net capital gain) and to avoid federal income taxation, our distributions must not be less than 100 percent of our REIT taxable income, including capital gains. As a result of the distribution requirements, we do not expect to accumulate significant amounts of cash. Accordingly, these distributions could significantly reduce the cash available to us in subsequent periods to fund our operations and future growth.

Our taxable REIT subsidiaries, or TRSs, are subject to special rules that may result in increased taxes.

As a REIT, we must pay a 100 percent penalty tax on certain payments that we receive if the economic arrangements between us and any of our TRSs are not comparable to similar arrangements between unrelated parties. The Internal Revenue Service may successfully assert that the economic arrangements of any of our inter-company transactions are not comparable to similar arrangements between unrelated parties.

Dividends payable by REITs do not qualify for the reduced tax rates applicable to certain dividends.

The maximum federal tax rate for certain qualified dividends payable to domestic stockholders that are individuals, trusts and estates is 20 percent. Dividends payable by REITs, however, are generally not eligible for this reduced rate. Although this rule does not adversely affect the taxation of REITs or dividends paid by REITs, the more favorable rates applicable to regular qualified corporate dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less competitive than investments in stock of non-REIT corporations that pay dividends, which could adversely affect the comparative value of the stock of REITs, including our common stock and preferred stock.

Under the Tax Cuts and Jobs Act, REIT dividends (other than capital gain dividends and qualified dividends) received by non-corporate taxpayers may be eligible for a 20 percent deduction. Prospective investors should consult their own tax advisors regarding the effect of this change on their effective tax rate with respect to REIT dividends.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities.

To remain qualified as a REIT for federal income tax purposes, we must continually satisfy requirements and tests under the tax law concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. In order to meet these tests, we may be required to forego or limit attractive business or investment opportunities and distribute all of our net earnings rather than invest in attractive opportunities or hold larger liquid reserves. Therefore, compliance with the REIT requirements may hinder our ability to operate solely to maximize profits.

Our ability to use net operating loss carryforwards to reduce future tax payments may be limited if we experience a change in ownership, or if taxable income does not reach sufficient levels.

Under Section 382 of the Code, if a corporation undergoes an "ownership change" (generally defined as a greater than 50 percent change (by value) in its equity ownership over a rolling three-year period), the corporation's ability to use its pre-ownership-change net operating loss carryforwards to offset its post-ownership-change income may be limited. We may experience ownership changes in the future. If an ownership change were to occur, we would be limited in the portion of net operating loss carryforwards that we could use in the future to offset taxable income for U.S. federal income tax purposes.

BUSINESS RISKS

Some of our directors and officers may have conflicts of interest with respect to certain related party transactions and other business interests.

Lease of Executive Offices. Gary A. Shiffman, together with certain of his family members, indirectly owns an equity interest of approximately 28.0 percent in American Center LLC, the entity from which we lease office space for our principal executive offices. Each of Brian M. Hermelin, Ronald A. Klein and Arthur A. Weiss indirectly owns a less than one percent interest in American Center LLC. Mr. Shiffman is our Chief Executive Officer and Chairman of the Board. Each of Mr. Hermelin, Mr. Klein and Mr. Weiss is a director of the Company. Under the lease agreement, we lease approximately 71,500 rentable square feet of permanent space, and approximately 21,000 rentable square feet of temporary space. The initial term of the lease is until October 31, 2026, and the base rent is $17.95 per square foot (gross) until October 31, 2018, for both permanent and temporary space, with graduated rental increases thereafter. Each of Mr. Shiffman, Mr. Hermelin, Mr. Klein and Mr. Weiss may have a conflict of interest with respect to his obligations as our officer and/or director, as applicable, and their ownership interests in American Center LLC.

Legal Counsel. During 2017, Jaffe, Raitt, Heuer, & Weiss, Professional Corporation acted as our general counsel and represented us in various matters. Arthur A. Weiss, one of our directors, is the Chairman of the Board of Directors and a shareholder of such firm. We incurred legal fees and expenses owed to Jaffe, Raitt, Heuer, & Weiss of approximately $5.0 million, $8.0 million and $4.6 million in the years ended December 31, 2017, 2016 and 2015, respectively.

Tax Consequences Upon Sale of Properties. Gary A. Shiffman holds limited partnership interests in the Operating Partnership which were received in connection with the contribution of properties from partnerships previously affiliated with him. Prior to any redemption of these limited partnership interests for our common stock, Mr. Shiffman will have tax consequences different from those on us and our public stockholders upon the sale of any of these partnerships. Therefore, we and Mr. Shiffman may have different objectives regarding the appropriate pricing and timing of any sale of those properties.

We rely on key management.

We are dependent on the efforts of our executive officers, Gary A. Shiffman, John B. McLaren, Karen J. Dearing, and Jonathan M. Colman. The loss of services of one or more of these executive officers could have a temporary adverse effect on our operations. We do not currently maintain or contemplate obtaining any "key-man" life insurance on the Executive Officers.

Certain provisions in our governing documents may make it difficult for a third-party to acquire us.

9.8 percent Ownership Limit. In order to qualify and maintain our qualification as a REIT, not more than 50 percent of the outstanding shares of our capital stock may be owned, directly or indirectly, by five or fewer individuals. Thus, ownership of more than 9.8 percent, in number of shares or value, of the issued and outstanding shares of our capital stock by any single stockholder has been restricted, with certain exceptions, for the purpose of maintaining our qualification as a REIT under the Code. Such restrictions in our charter do not apply to Milton M. Shiffman, Gary A. Shiffman, and Robert B. Bayer; trustees, personal representatives and agents to the extent acting for them or their respective estates; or certain of their respective relatives.

The 9.8 percent ownership limit, as well as our ability to issue additional shares of common stock or shares of other stock (which may have rights and preferences over the common stock), may discourage a change of control of the Company and may also: (1) deter tender offers for the common stock, which offers may be advantageous to stockholders; and (2) limit the opportunity for stockholders to receive a premium for their common stock that might otherwise exist if an investor were attempting to assemble a block of common stock in excess of 9.8 percent of our outstanding shares or otherwise effect a change of control of the Company.

Preferred Stock. Our charter authorizes the Board of Directors to issue up to 20,000,000 shares of preferred stock and to establish the preferences and rights (including the right to vote and the right to convert into shares of common stock) of any shares issued.

Our charter designates 6,364,770 shares of preferred stock as 6.50% Series A-4 Cumulative Convertible Preferred Stock ("Series A-4 preferred stock"), $0.01 par value per share of which 1,085,365 shares were issued and outstanding as of December 31, 2017.

The power to issue preferred stock could have the effect of delaying or preventing a change in control of the Company even if a change in control were in the stockholders' interest.

Subject to certain limitations, upon written notice to us, each holder of shares of Series A-4 preferred stock at its option may convert each share of Series A-4 preferred stock held by it for that number of shares of our common stock equal to the quotient obtained by dividing $25.00 by the then-applicable conversion price. The initial conversion price is $56.25, so initially each share of Series A-4 preferred stock is convertible into approximately 0.4444 shares of common stock. The conversion price is subject to adjustment upon various events. At our option, instead of issuing the shares of common stock to the converting holder of Series A-4 preferred stock as described above, we may make a cash payment to the converting holder with respect to each share of Series A-4 preferred stock the holder desires to convert equal to the fair market value of one share of our common stock. If, at any time after November 26, 2019, the volume weighted average of the daily volume weighted average price of a share of our common stock on the NYSE equals or exceeds 115.5 percent of the then prevailing conversion price for at least 20 trading days in a period of 30 consecutive trading days, then, within 10 days thereafter, upon written notice to the holders thereof, we may convert each outstanding share of Series A-4 preferred stock into that number of shares of common stock equal to the quotient obtained by dividing $25.00 by the then prevailing conversion price.

These features of the Series A-4 preferred stock may have the effect of inhibiting a third-party from making an acquisition proposal for the Company or of delaying, deferring or preventing a change of control of the Company under circumstances that otherwise could provide the holders of our common stock and preferred stock with the opportunity to realize a premium over the then-current market price or that stockholders may otherwise believe is in their best interests.

Certain provisions of Maryland law could inhibit changes in control, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.

Certain provisions of the Maryland General Corporation Law, ("MGCL"), may have the effect of inhibiting a third-party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of shares of our capital stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- "business combination" provisions that, subject to limitations, prohibit certain business combinations between us and an "interested stockholder" (defined generally as any person who beneficially owns 10 percent or more of the voting power of our shares or an affiliate thereof or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10 percent or more of the voting power of our then outstanding voting stock at any time within the two-year period immediately prior to the date in question) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose fair price and/or supermajority and stockholder voting requirements on these combinations; and

- "control share" provisions that provide that "control shares" of our company (defined as shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of ownership or control of issued and outstanding "control shares") have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

The provisions of the MGCL relating to business combinations do not apply, however, to business combinations that are approved or exempted by our Board of Directors prior to the time that the interested stockholder becomes an interested stockholder. As permitted by the statute, our Board of Directors has by resolution exempted Milton M. Shiffman, Robert B. Bayer, and Gary A. Shiffman, their affiliates and all persons acting in concert or as a group with the foregoing, from the business combination provisions of the MGCL and, consequently, the five-year prohibition and the supermajority vote requirements will not apply to business combinations between us and these persons. As a result, these persons may be able to enter into business combinations with us that may not be in the best interests of our stockholders without compliance by our Company with the supermajority vote requirements and the other provisions of the statute.

Also, pursuant to a provision in our bylaws, we have exempted any acquisition of our stock from the control share provisions of the MGCL. However, our Board of Directors may by amendment to our bylaws opt in to the control share provisions of the MGCL at any time in the future.

Additionally, Subtitle 8 of Title 3 of the MGCL permits our Board of Directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to elect to be subject to certain provisions relating to corporate governance that may have the effect of delaying, deferring or preventing a transaction or a change of control of our company that might involve a premium to the market price of our common stock or otherwise be in our stockholders' best interests. These provisions include a classified board; two-thirds vote to remove a director; that the number of directors may only be fixed by the Board of Directors; that vacancies on the board as a result of an increase in the size of the board or due to death, resignation or removal can only be filled by the board, and the director appointed to fill the vacancy serves for the remainder of the full term of the class of director in which the vacancy occurred; and a majority requirement for the calling by stockholders of special meetings. Other than a classified board, the filling of vacancies as a result of the removal of a director and a majority requirement for the calling by stockholders of special meetings, we are already subject to these provisions, either by provisions of our charter and bylaws unrelated to Subtitle 8 or by reason of an election to be subject to certain provisions of Subtitle 8. In the future, our Board of Directors may elect, without stockholder approval, to make us subject to the provisions of Subtitle 8 to which we are not currently subject.

Our Board of Directors has power to adopt, alter or repeal any provision of our bylaws or make new bylaws, provided, however, that our stockholders may alter or repeal any provision of our bylaws and adopt new bylaws if any such alteration, repeal or adoption is approved by the affirmative vote of a majority of all votes entitled to be cast on the matter.

Changes in our investment and financing policies may be made without stockholder approval.

Our investment and financing policies, and our policies with respect to certain other activities, including our growth, debt, capitalization, distributions, REIT status, and operating policies, are determined by our Board of Directors. Although the Board of Directors has no present intention to do so, these policies may be amended or revised from time to time at the discretion of the Board of Directors without notice to or a vote of our stockholders. Accordingly, stockholders may not have control over changes in our policies and changes in our policies may not fully serve the interests of all stockholders.

Substantial sales of our common stock could cause our stock price to fall.

The sale or issuance of substantial amounts of our common stock or preferred stock, whether directly by us or in the secondary market, the perception that such sales could occur or the availability of future issuances of shares of our common stock, preferred stock, OP units or other securities convertible into or exchangeable or exercisable for our common stock or preferred stock, could materially and adversely affect the market price of our common stock or preferred stock and our ability to raise capital through future offerings of equity or equity-related securities. In addition, we may issue capital stock that is senior to our common stock in the future for a number of reasons, including to finance our operations and business strategy, to adjust our ratio of debt to equity or for other reasons.

Based on the applicable conversion ratios then in effect, as of February 15, 2018, in the future we may issue to the limited partners of the Operating Partnership, up to approximately 2.7 million shares of our common stock in exchange for their OP units. The limited partners may sell such shares pursuant to registration rights, if available, or an available exemption from registration. As of February 15, 2018, options to purchase 3,000 shares of our common stock were outstanding under our equity incentive plans, and we currently have the authority to issue restricted stock awards or options to purchase up to an additional 1,351,843 shares of our common stock pursuant to our equity incentive plans. In addition, we entered into an At-the-Market Offering Sales Agreement in July 2017 to issue and sell shares of common stock. As of February 15, 2018, our Board of Directors had authorized us to sell an additional $420.0 million of common stock under this agreement. No prediction can be made regarding the effect that future sales of shares of our common stock or our other securities will have on the market price of shares.

An increase in interest rates may have an adverse effect on the price of our common stock.

One of the factors that may influence the price of our common stock in the public market will be the annual distributions to stockholders relative to the prevailing market price of the common stock. An increase in market interest rates may tend to make the common stock less attractive relative to other investments, which could adversely affect the market price of our common stock.

We may be adversely impacted by fluctuations in foreign currency exchange rates.

Our investments in and operations of Canadian properties are exposed to the effects of changes in the Canadian dollar against the U.S. dollar. Changes in foreign currency exchange rates cannot always be predicted; as a result, substantial unfavorable changes in exchange rates could have a material adverse effect on our financial condition and results of operations.

The volatility in economic conditions and the financial markets may adversely affect our industry, business and financial performance.

The U.S. interest rate environment, oil price fluctuations, uncertain tax and economic plans in the U.S. executive and legislative branches, and turmoil in emerging markets have created uncertainty and volatility in the U.S. and global economies. Continued economic uncertainty, both nationally and internationally, causes increased volatility in investor confidence thereby creating similar volatility in the availability of both debt and equity capital in the financial markets. The other risk factors presented in this Annual Report on Form 10-K discuss some of the principal risks inherent in our business, including liquidity risks, operational risks, and credit risks, among others. Turbulence in financial markets accentuates each of these risks and magnifies their potential effect on us. If such volatility is experienced in future periods, there could be an adverse impact on our access to capital, stock price and our operating results.

Our business operations may not generate the cash needed to make distributions on our capital stock or to service our indebtedness, and we may adjust our common stock distribution policy.

Our ability to make distributions on our common stock and preferred stock, and payments on our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to make distributions on our common stock or preferred stock, to pay our indebtedness or to fund our other liquidity needs.

The decision to declare and pay distributions on shares of our common stock in the future, as well as the timing, amount and composition of any such future distributions, will be at the sole discretion of our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors. Any change in our distribution policy could have a material adverse effect on the market price of our common stock.

Our ability to pay distributions is limited by the requirements of Maryland law.

Our ability to pay distributions on our common stock and preferred stock is limited by the laws of Maryland. Under Maryland law, a Maryland corporation generally may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as they become due in the usual course of business, or the corporation’s total assets would be less than the sum of its total liabilities plus, unless the corporation’s charter provides otherwise, the amount that would be needed, if the corporation were dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of stockholders whose preferential rights are superior to those receiving the distribution, provided, however, that a Maryland corporation may make a distribution from: (i) its net earnings for the fiscal year in which the distribution is made; (ii) its net earnings for the preceding fiscal year; or (iii) the sum of its net earnings for its preceding eight fiscal quarters even if, after such distribution, the corporation’s total assets would be less than its total liabilities. Accordingly, we generally may not make a distribution on our common stock or preferred stock if, after giving effect to the distribution, we would not be able to pay our debts as they become due in the usual course of business or, unless paid from one of the permitted sources of net earnings as described above, our total assets would be less than the sum of our total liabilities plus, unless the terms of such class or series of stock provide otherwise, the amount that would be needed to satisfy the preferential rights upon dissolution of the holders of shares of any class or series of stock then outstanding, if any, with preferential rights upon dissolution senior to those of our common stock or currently outstanding preferred stock.

We may not be able to pay distributions upon events of default under our financing documents.

Some of our financing documents contain restrictions on distributions upon the occurrence of events of default thereunder. If such an event of default occurs, such as our failure to pay principal at maturity or interest when due for a specified period of time, we would be prohibited from making payments on our common stock and preferred stock.

Our share price could be volatile and could decline, resulting in a substantial or complete loss on our stockholders’ investment.

The stock markets, including the NYSE on which we list our common stock, have experienced significant price and volume fluctuations. As a result, the market price of our common stock and preferred stock could be similarly volatile, and investors in our common stock and preferred stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. The price of our common stock and preferred stock could be subject to wide fluctuations in response to a number of factors, including:

- issuances of other equity securities in the future, including new series or classes of preferred stock;
- our operating performance and the performance of other similar companies;
- our ability to maintain compliance with covenants contained in our debt facilities;
- actual or anticipated variations in our operating results, funds from operations, cash flows or liquidity;
- changes in expectations of future financial performance or changes in our earnings estimates or those of analysts;
- changes in our distribution policy;
- publication of research reports about us or the real estate industry generally;
- increases in market interest rates that lead purchasers of our common stock and preferred stock to demand a higher dividend yield;
- changes in foreign currency exchange rates, specifically between the U.S. dollar and Canadian dollar;
- changes in market valuations of similar companies;
- adverse market reaction to the amount of our debt outstanding at any time, the amount of our debt maturing in the near- and medium-term and our ability to refinance our debt, or our plans to incur additional debt in the future;
- additions or departures of key management personnel;
- speculation in the press or investment community;
- equity issuances by us, or share resales by our stockholders or the perception that such issuances or resales may occur;
- actions by institutional stockholders; and
- general market and economic conditions.

Many of the factors listed above are beyond our control. Those factors may cause the market price of our common stock or preferred stock to decline significantly, regardless of our financial condition, results of operations and prospects. It is impossible to provide any assurance that the market price of our common stock or preferred stock will not fall in the future, and it may be difficult for holders to resell shares of our common stock or preferred stock at prices they find attractive, or at all. In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management’s attention and resources.

Our Series A-4 preferred stock has not been rated.

We have not sought to obtain a rating for our Series A-4 preferred stock. No assurance can be given, however, that one or more rating agencies might not independently determine to issue such a rating or that such a rating, if issued, would not adversely affect the market price of the Series A-4 preferred stock. In addition, we may elect in the future to obtain a rating of the Series A-4 preferred stock, which could adversely affect the market price of such preferred stock. Ratings only reflect the views of the rating agency or agencies issuing the ratings and such ratings could be revised downward, placed on a watch list or withdrawn entirely at the discretion of the issuing rating agency if in its judgment circumstances so warrant. Any such downward revision, placing on a watch list or withdrawal of a rating could have an adverse effect on the market price of the Series A-4 preferred stock.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.

In the ordinary course of our business, we collect and store sensitive data, including our proprietary business information and that of our tenants, clients and vendors, as well as personally identifiable information of our employees, in our facilities and on our network. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our network and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, disrupt our operations, damage our reputation, and cause a loss of confidence, which could adversely affect our business.

A significant interruption in our information technology systems could adversely affect our operations.

We rely intensively on information technology to account for tenant transactions, manage the privacy of tenant data, communicate internally and externally, and analyze our financial and operating results. We are dependent on continuous access to the Internet to use our cloud-based applications. Damage or failure to our information technology systems could adversely affect our results of operations as we may incur significant costs or data loss. We continually assess new and enhanced information technology solutions to manage risk of system failure or interruption.

Expanding social media platforms present new challenges.

Social media outlets continue to grow and expand, which presents us with new risks. Adverse content about the Company and our Properties on social media platforms could result in damage to our reputation or brand. Improper posts by employees or others could result in disclosure of confidential or proprietary information regarding our operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of December 31, 2017, the Properties were located throughout the US and in Ontario, Canada and consisted of 230 MH communities, 89 RV communities, and 31 properties containing both MH and RV sites. As of December 31, 2017, the Properties contained an aggregate of 121,892 developed sites comprised of 83,294 developed manufactured home sites, 22,742 annual RV sites (inclusive of both annual and seasonal usage rights), and 15,856 transient RV sites. There are approximately 9,600 additional MH and RV sites suitable for development. Most of the Properties include amenities oriented toward family and retirement living. Of the 350 Properties, 174 have more than 300 developed sites, with the largest having 2,340 developed MH and RV sites. See "Real Estate and Accumulated Depreciation, Schedule III", included in our Consolidated Financial Statements, for detail on Properties that are encumbered.

As of December 31, 2017, the Properties had an occupancy rate of 95.8 percent excluding transient RV sites. Since January 1, 2017, the Properties have averaged an aggregate annual turnover of homes (where the home is moved out of the community) of approximately 1.9 percent and an average annual turnover of residents (where the resident-owned home is sold and remains within the community, typically without interruption of rental income) of approximately 6.6 percent. The average renewal rate for residents in our Rental Program was 64.8 percent for the year ended December 31, 2017.

We believe that our Properties' high amenity levels contribute to low turnover and generally high occupancy rates. All of the Properties provide residents with attractive amenities with most offering a clubhouse, a swimming pool, and laundry facilities. Many of the Properties offer additional amenities such as sauna/whirlpool spas, tennis courts, shuffleboard, basketball courts, and/or exercise rooms. Many RV communities offer incremental amenities including golf, pro shops, restaurants, zip lines, waterparks, watersports, and thematic experiences.

We have concentrated our communities within certain geographic areas in order to achieve economies of scale in management and operation. The Properties are principally concentrated in the Midwestern, Southern, Northeastern, Southeastern U.S. and Ontario, Canada. We believe that geographic diversification helps to insulate the portfolio from regional economic influences.

The following tables set forth certain information relating to the Properties as of December 31, 2017. The occupancy percentage includes MH sites and annual RV sites, and excludes transient RV sites.

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
UNITED STATES							
Midwest							
Michigan							
Academy/West Pointe	MH	Canton	MI	441	—	97.5%	98.9%
Allendale Meadows Mobile Village	MH	Allendale	MI	352	—	96.9%	98.0%
Alpine Meadows Mobile Village	MH	Grand Rapids	MI	403	—	97.5%	96.8%
Apple Carr Village	MH	Muskegon	MI	595	—	84.4% (1)	94.0%
Arbor Woods	MH	Superior Township	MI	458	—	75.3%	N/A
Brentwood Mobile Village	MH	Kentwood	MI	195	—	97.4%	100.0%
Brookside Village	MH	Kentwood	MI	196	—	99.0%	100.0%
Byron Center Mobile Village	MH	Byron Center	MI	143	—	100.0%	100.0%
Camelot Villa	MH	Macomb	MI	712	—	99.3%	99.3%
Cider Mill Crossings	MH	Fenton	MI	434	—	74.0% (1)	91.1% (1)
Cider Mill Village	MH	Middleville	MI	258	—	98.1%	96.9%
Continental North	MH	Davison	MI	474	—	73.4%	65.6%
Country Acres Mobile Village	MH	Cadillac	MI	182	—	98.4%	95.6%
Country Hills Village	MH	Hudsonville	MI	239	—	100.0%	99.2%
Country Meadows Mobile Village	MH	Flat Rock	MI	577	—	95.5%	95.7%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Country Meadows Village	MH	Caledonia	MI	395	—	91.4% (1)	99.7%
Creekwood Meadows	MH	Burton	MI	336	—	98.5%	95.8%
Cutler Estates Mobile Village	MH	Grand Rapids	MI	259	—	98.5%	98.8%
Dutton Mill Village	MH	Caledonia	MI	307	—	97.4%	99.0%
East Village Estates	MH	Washington Township	MI	708	—	99.4%	98.3%
Egelcraft	MH	Muskegon	MI	458	—	97.6%	97.2%
Fisherman's Cove	MH	Flint	MI	162	—	91.4%	93.8%
Frenchtown Villa/Elizabeth Woods	MH	Newport	MI	1,123	—	84.7% (1)	84.9%
Grand Mobile Estates	MH	Grand Rapids	MI	219	—	96.8%	96.8%
Hamlin	MH	Webberville	MI	230	—	95.7% (1)	89.1% (1)
Hickory Hills Village	MH	Battle Creek	MI	283	—	98.6%	98.6%
Hidden Ridge RV Resort (2)	RV	Hopkins	MI	167	168	100.0%	100.0%
Holiday West Village	MH	Holland	MI	341	—	99.7%	99.7%
Holly Village / Hawaiian Gardens	MH	Holly	MI	425	—	94.6%	93.6%
Hunters Crossing	MH	Capac	MI	114	—	99.1%	97.4%
Hunters Glen	MH	Wayland	MI	396	—	76.5% (1)	96.1%
Kensington Meadows	MH	Lansing	MI	290	—	96.6%	91.0%
Kimberly Estates	MH	Newport	MI	387	—	94.8%	80.4%
Kings Court Mobile Village	MH	Traverse City	MI	802	—	78.8% (1)	98.9%
Knollwood Estates	MH	Allendale	MI	161	—	92.6%	99.4%
Lafayette Place	MH	Warren	MI	254	—	94.9%	88.2%
Lakeview	MH	Ypsilanti	MI	392	—	98.2%	98.7%
Leisure Village	MH	Belmont	MI	238	—	100.0%	99.6%
Lincoln Estates	MH	Holland	MI	191	—	99.5%	99.5%
Meadow Lake Estates	MH	White Lake	MI	425	—	97.9%	94.6%
Meadowbrook Estates	MH	Monroe	MI	453	—	96.3%	94.9%
Meadowlands of Gibraltar	MH	Rockwood	MI	320	—	96.9%	95.9%
Northville Crossings	MH	Northville	MI	756	—	99.5%	99.2%
Oak Island Village	MH	East Lansing	MI	250	—	97.6%	97.6%
Petoskey RV Resort (2)	RV	Petoskey	MI	—	78	N/A	N/A
Pinebrook Village	MH	Grand Rapids	MI	185	—	98.9%	98.4%
Presidential Estates Mobile Village	MH	Hudsonville	MI	364	—	98.9%	98.4%
Richmond Place	MH	Richmond	MI	117	—	94.9%	88.9%
River Haven Village	MH	Grand Haven	MI	721	—	78.8%	72.3%
Rudgate Clinton	MH	Clinton Township	MI	667	—	97.3%	95.7%
Rudgate Manor	MH	Sterling Heights	MI	931	—	97.3%	98.3%
Scio Farms Estates	MH	Ann Arbor	MI	913	—	98.4%	97.9%
Sheffield Estates	MH	Auburn Hills	MI	228	—	99.6%	96.9%
Silver Springs	MH	Clinton Township	MI	547	—	99.5%	98.2%
Southwood Village	MH	Grand Rapids	MI	394	—	98.7%	98.7%
St. Clair Place	MH	St. Clair	MI	100	—	96.0%	93.0%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Sunset Ridge	MH	Portland	MI	249	—	92.0% (1)	76.7% (1)
Sycamore Village	MH	Mason	MI	396	—	98.5%	99.2%
Tamarac Village	MH	Ludington	MI	301	—	98.7%	99.3%
Tamarac Village RV Resort (2)	RV	Ludington	MI	104	10	100.0%	100.0%
Timberline Estates	MH	Coopersville	MI	296	—	98.7%	99.3%
Town & Country Mobile Village	MH	Traverse City	MI	192	—	99.5%	97.4%
Warren Dunes Village	MH	Bridgman	MI	314	—	72.3% (1)	98.4%
Waverly Shores Village	MH	Holland	MI	415	—	78.8% (1)	100.0%
West Village Estates	MH	Romulus	MI	628	—	99.4%	98.1%
White Lake Mobile Home Village	MH	White Lake	MI	315	—	96.8%	98.1%
Windham Hills Estates	MH	Jackson	MI	469	—	85.5% (1)	91.2% (1)
Windsor Woods Village	MH	Wayland	MI	314	—	98.4%	96.5%
Woodhaven Place	MH	Woodhaven	MI	220	—	96.4%	97.7%
Michigan Total				25,881	256	93.3%	94.8%
Indiana							
Brookside Mobile Home Village	MH	Goshen	IN	570	—	89.1%	83.0%
Carrington Pointe	MH	Ft. Wayne	IN	320	—	98.4%	98.1%
Clear Water Mobile Village	MH	South Bend	IN	227	—	96.5%	94.7%
Cobus Green Mobile Home Park	MH	Osceola	IN	386	—	96.4%	96.4%
Deerfield Run	MH	Anderson	IN	175	—	91.4%	90.3%
Four Seasons	MH	Elkhart	IN	218	—	95.4%	95.0%
Lake Rudolph Campground & RV Resort(2)	RV	Santa Claus	IN	—	520	N/A	N/A
Liberty Farms	MH	Valparaiso	IN	220	—	96.8%	99.1%
Pebble Creek	MH	Greenwood	IN	257	—	95.3%	96.9%
Pine Hills	MH	Middlebury	IN	129	—	98.5%	96.1%
Roxbury Park	MH	Goshen	IN	398	—	97.7%	99.0%
Indiana Total				2,900	520	95.0%	93.9%
Ohio							
Apple Creek	MH	Amelia	OH	176	—	97.7%	97.7%
East Fork	MH	Batavia	OH	350	—	98.9% (1)	88.9% (1)
Indian Creek RV & Camping Resort (2)	RV	Geneva on the Lake	OH	414	145	100.0%	100.0%
Oakwood Village	MH	Miamisburg	OH	511	—	98.8%	99.2%
Orchard Lake	MH	Milford	OH	147	—	98.0%	95.2%
Westbrook Senior Village	MH	Toledo	OH	112	—	99.1%	98.2%
Westbrook Village	MH	Toledo	OH	344	—	94.2%	96.2%
Willowbrook Place	MH	Toledo	OH	266	—	94.0%	96.2%
Woodside Terrace	MH	Holland	OH	439	—	93.4%	90.7%
Ohio Total				2,759	145	97.0%	95.6%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
SOUTH							
Texas							
Austin Lone Star RV Resort (2)	RV	Austin	TX	13	141	100.0%	100.0%
Blazing Star (2)	RV	San Antonio	TX	119	143	100.0%	100.0%
Boulder Ridge	MH	Pflugerville	TX	629	—	95.4% (1)	97.0%
Branch Creek Estates	MH	Austin	TX	392	—	100.0%	99.5%
Chisholm Point Estates	MH	Pflugerville	TX	417	—	98.8%	100.0%
Comal Farms	MH	New Braunfels	TX	367	—	97.0% (1)	99.7%
Hill Country Cottage and RV Resort (2)	RV	New Braunfels	TX	15	349	100.0%	N/A
La Hacienda RV Resort (2)	RV	Austin	TX	—	244	N/A	N/A
Oak Crest	MH	Austin	TX	433	—	96.8%	97.7%
Pecan Branch	MH	Georgetown	TX	229	—	37.6% (1)	91.3%
Pine Trace	MH	Houston	TX	680	—	98.4% (1)	94.4% (1)
River Ranch	MH	Austin	TX	848	—	97.3% (1)	96.2% (1)
River Ridge	MH	Austin	TX	515	—	98.5%	98.8%
Saddlebrook	MH	San Marcos	TX	562	—	83.8% (1)	68.5% (1)
Sandy Lake	MH	Carrolton	TX	54	—	100.0%	100.0%
Sandy Lake RV Resort (2)	RV	Carrolton	TX	12	208	100.0%	N/A
Stonebridge	MH	San Antonio	TX	335	—	97.9%	96.1%
Summit Ridge	MH	Converse	TX	446	—	97.1%	98.2%
Sunset Ridge	MH	Kyle	TX	171	—	98.8%	99.4%
Traveler's World	MH	San Antonio	TX	7	—	100.0%	100.0%
Traveler's World RV Resort (2)	RV	San Antonio	TX	27	129	100.0%	100.0%
Treetops RV Resort (2)	RV	Arlington	TX	14	159	100.0%	100.0%
Woodlake Trails	MH	San Antonio	TX	316	—	70.9% (1)	93.8%
Texas Total				6,601	1,373	93.2%	94.8%
SOUTHEAST							
Florida							
Arbor Terrace RV Park (2)	RV	Bradenton	FL	187	174	100.0%	100.0%
Ariana Village	MH	Lakeland	FL	207	—	96.1%	96.6%
Bahia Vista Estates	MH	Sarasota	FL	251	—	98.8%	100.0%
Baker Acres RV Resort (2)	RV	Zephyrhills	FL	281	71	100.0%	100.0%
Big Tree RV Resort (2)	RV	Arcadia	FL	337	74	100.0%	100.0%
Blue Heron Pines	MH	Punta Gorda	FL	408	—	96.1% (1)	98.2%
Blue Jay	MH	Dade City	FL	206	—	99.5%	98.5%
Blue Jay RV Resort (2)	RV	Dade City	FL	36	19	100.0%	100.0%
Blueberry Hill (2)	RV	Bushnell	FL	266	139	100.0%	100.0%
Brentwood Estates	MH	Hudson	FL	191	—	96.9%	92.6%
Buttonwood Bay	MH	Sebring	FL	407	—	99.8%	99.8%
Buttonwood Bay RV Resort (2)	RV	Sebring	FL	365	167	100.0%	100.0%
Candlelight Manor	MH	South Daytona	FL	128	—	90.6%	90.6%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Carriage Cove	MH	Sanford	FL	467	—	98.5% (1)	99.4%
Central Park	MH	Haines City	FL	110	—	90.9%	90.9%
Central Park RV Resort (2)	RV	Haines City	FL	196	171	100.0%	100.0%
Citrus Hill RV Resort (2)	RV	Dade City	FL	142	40	100.0%	100.0%
Club Naples (2)	RV	Naples	FL	207	97	100.0%	100.0%
Club Wildwood	MH	Hudson	FL	478	—	98.7%	99.0%
Colony in the Wood	MH	Port Orange	FL	383	—	95.0%	N/A
Country Squire	MH	Paisley	FL	97	—	90.7%	78.1%
Country Squire RV Resort (2)	RV	Paisley	FL	14	11	100.0%	100.0%
Cypress Greens	MH	Lake Alfred	FL	259	—	95.4%	95.8%
Daytona Beach RV Resort (2)	RV	Port Orange	FL	105	127	100.0%	100.0%
Deerwood	MH	Orlando	FL	569	—	98.1%	94.6%
Dunedin RV Resort (2)	RV	Dunedin	FL	171	68	100.0%	100.0%
Ellenton Gardens RV Resort (2)	RV	Ellenton	FL	145	49	100.0%	100.0%
Emerald Coast	MH	Panama City Beach	FL	42	—	100.0%	N/A
Emerald Coast RV Resort (2)	RV	Panama City Beach	FL	158	—	100.0%	N/A
Fairfield Village	MH	Ocala	FL	293	—	97.6%	97.6%
Forest View	MH	Homosassa	FL	300	—	96.7%	94.3%
Glen Haven	MH	Zephyrhills	FL	52	—	100.0%	100.0%
Glen Haven RV Resort (2)	RV	Zephyrhills	FL	155	63	100.0%	100.0%
Gold Coaster	MH	Homestead	FL	502	—	98.2%	100.0%
Gold Coaster RV Resort (2)	RV	Homestead	FL	4	39	100.0%	100.0%
Grand Bay	MH	Dunedin	FL	135	—	96.3%	94.2%
Grand Lakes (2)	RV	Citra	FL	285	119	100.0%	100.0%
Grove Ridge RV Resort (2)	RV	Dade City	FL	152	93	100.0%	100.0%
Groves RV Resort (2)	RV	Ft. Myers	FL	213	56	100.0%	100.0%
Gulfstream Harbor	MH	Orlando	FL	974	—	95.3%	91.9%
The Hamptons	MH	Auburndale	FL	829	—	98.8%	99.2%
Hidden River RV Resort (2)	RV	Riverview	FL	210	103	100.0%	100.0%
The Hideaway	MH	Key West	FL	13	—	84.6%	100.0%
The Hills	MH	Apopka	FL	100	—	95.0%	94.0%
Holly Forest Estates	MH	Holly Hill	FL	402	—	99.8%	99.5%
Homosassa River RV Resort (2)	RV	Homosassa Springs	FL	92	131	100.0%	100.0%
Horseshoe Cove RV Resort (2)	RV	Bradenton	FL	333	143	100.0%	100.0%
Indian Creek Park	MH	Ft. Myers Beach	FL	353	—	99.7%	100.0%
Indian Creek RV Park (2)	RV	Ft. Myers Beach	FL	976	101	100.0%	100.0%
Island Lakes	MH	Merritt Island	FL	301	—	100.0%	100.0%
Kings Lake	MH	DeBary	FL	245	—	100.0%	100.0%
Kings Manor	MH	Lakeland	FL	239	—	82.9%	74.9%
King’s Pointe	MH	Lake Alfred	FL	226	—	100.0%	98.2%
Kissimmee Gardens	MH	Kissimmee	FL	239	—	99.2%	95.4%
Kissimmee South	MH	Davenport	FL	142	—	90.9%	90.9%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Kissimmee South RV Resort (2)	RV	Davenport	FL	79	121	100.0%	100.0%
La Costa Village	MH	Port Orange	FL	658	—	99.7%	99.5%
Lake Josephine (2)	RV	Sebring	FL	110	68	100.0%	100.0%
Lake Juliana Landings	MH	Auburndale	FL	274	—	97.5%	97.4%
Lake Pointe Village	MH	Mulberry	FL	362	—	99.2%	99.2%
Lake San Marino RV Park (2)	RV	Naples	FL	227	180	100.0%	100.0%
Lakeland RV Resort (2)	RV	Lakeland	FL	173	58	100.0%	100.0%
Lakeshore Landings	MH	Orlando	FL	306	—	100.0%	98.4%
Lakeshore Villas	MH	Tampa	FL	280	—	97.5%	97.1%
Lamplighter	MH	Port Orange	FL	260	—	97.3%	96.9%
Majestic Oaks RV Resort (2)	RV	Zephyrhills	FL	199	54	100.0%	100.0%
Marco Naples RV Resort (2)	RV	Naples	FL	214	78	100.0%	100.0%
Meadowbrook Village	MH	Tampa	FL	257	—	99.2%	99.6%
Mill Creek	MH	Kissimmee	FL	31	—	100.0%	100.0%
Mill Creek RV Resort (2)	RV	Kissimmee	FL	88	69	100.0%	100.0%
Naples RV Resort (2)	RV	Naples	FL	100	67	100.0%	100.0%
New Ranch	MH	Clearwater	FL	94	—	97.9%	97.9%
North Lake (2)	RV	Moore Haven	FL	202	70	100.0%	100.0%
Oakview Estates	MH	Arcadia	FL	119	—	99.2%	95.8%
Ocean Breeze	MH	Marathon	FL	—	—	—% (5)	82.6%
Ocean Breeze Jensen Beach	MH	Jensen Beach	FL	195	—	63.1% (1)	76.2%
Ocean Breeze Jensen Beach RV Resort (2)	RV	Jensen Beach	FL	21	87	100.0%	100.0%
Orange City	MH	Orange City	FL	4	—	100.0%	100.0%
Orange City RV Resort (2)	RV	Orange City	FL	295	226	100.0%	100.0%
Orange Tree Village	MH	Orange City	FL	246	—	100.0%	100.0%
Paddock Park South	MH	Ocala	FL	188	—	76.1%	72.9%
Palm Key Village	MH	Davenport	FL	204	—	100.0%	99.0%
Palm Village	MH	Bradenton	FL	146	—	98.0%	98.6%
Park Place	MH	Sebastian	FL	474	—	93.3%	89.0%
Park Royale	MH	Pinellas Park	FL	309	—	99.7%	97.7%
Pecan Park RV Resort (2)	RV	Jacksonville	FL	—	183	N/A	N/A
Pelican Bay	MH	Micco	FL	216	—	92.6%	88.9%
Pelican RV Resort & Marina (2)	RV	Marathon	FL	76	10	100.0%	100.0%
Plantation Landings	MH	Haines City	FL	394	—	99.2%	99.5%
Pleasant Lake RV Resort (2)	RV	Bradenton	FL	250	91	100.0%	100.0%
Rainbow	MH	Frostproof	FL	37	—	100.0%	100.0%
Rainbow RV Resort (2)	RV	Frostproof	FL	379	83	100.0%	100.0%
Rainbow Village of Largo (2)	RV	Largo	FL	238	71	100.0%	100.0%
Rainbow Village of Zephyrhills (2)	RV	Zephyrhills	FL	333	49	100.0%	100.0%
Red Oaks	MH	Bushnell	FL	103	—	92.2%	92.2%
Red Oaks RV Resort (2)	RV	Bushnell	FL	459	458	100.0%	100.0%
Regency Heights	MH	Clearwater	FL	391	—	95.4%	93.8%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
The Ridge	MH	Davenport	FL	481	—	98.3%	94.2%
Riptide RV Resort & Marina (2)	RV	Key Largo	FL	11	29	100.0%	100.0%
Riverside Club	MH	Ruskin	FL	728	—	78.7%	76.4%
Rock Crusher Canyon RV Park (2)	RV	Crystal River	FL	127	267	100.0%	100.0%
Royal Country	MH	Miami	FL	864	—	99.9%	99.9%
Royal Palm Village	MH	Haines City	FL	395	—	82.3%	77.7%
Saddle Oak Club	MH	Ocala	FL	376	—	99.5%	99.7%
San Pedro	MH	Islamorada	FL	—	—	—% (5)	94.4%
San Pedro RV Resort & Marina (2)	RV	Islamorada	FL	—	—	—% (5)	100.0%
Saralake Estates	MH	Sarasota	FL	202	—	100.0%	100.0%
Savanna Club	MH	Port St. Lucie	FL	1,069	—	97.6% (1)	97.2%
Sea Breeze Resort	MH	Islamorada	FL	—	—	—% (5)	93.5%
Sea Breeze RV Resort (2)	RV	Islamorada	FL	—	—	—% (5)	100.0%
Serendipity	MH	North Fort Myers	FL	338	—	98.5%	99.1%
Settler's Rest RV Resort (2)	RV	Zephyrhills	FL	302	76	100.0%	100.0%
Shadow Wood Village	MH	Hudson	FL	157	—	99.4%	98.7%
Shady Road Villas	MH	Ocala	FL	130	—	62.3%	58.5%
Shell Creek	MH	Punta Gorda	FL	54	—	100.0%	100.0%
Shell Creek RV Resort & Marina (2)	RV	Punta Gorda	FL	142	42	100.0%	100.0%
Siesta Bay RV Park (2)	RV	Ft. Myers	FL	730	67	100.0%	100.0%
Southern Charm RV Resort (2)	RV	Zephyrhills	FL	399	98	100.0%	100.0%
Southern Pines	MH	Bradenton	FL	107	—	95.3%	91.6%
Southport Springs	MH	Zephyrhills	FL	547	—	98.4% (1)	98.5%
Spanish Main	MH	Thonotasassa	FL	56	—	91.1%	92.9%
Spanish Main RV Resort (2)	RV	Thonotasassa	FL	178	98	100.0%	100.0%
Stonebrook	MH	Homosassa	FL	215	—	90.7%	89.3%
Sun-N-Fun RV Resort (2)	RV	Sarasota	FL	904	615	100.0%	100.0%
Suncoast Gateway	MH	Port Richey	FL	173	—	98.3%	83.8%
Sundance	MH	Zephyrhills	FL	332	—	100.0%	100.0%
Sunlake Estates	MH	Grand Island	FL	407	—	93.4%	93.1%
Sunset Harbor at Cow Key Marina	MH	Key West	FL	77	—	97.4%	98.7%
Sweetwater RV Resort (2)	RV	Zephyrhills	FL	212	79	100.0%	100.0%
Tallowwood Isle	MH	Coconut Creek	FL	273	—	95.6%	96.3%
Tampa East	MH	Dover	FL	31	—	100.0%	100.0%
Tampa East RV Resort (2)	RV	Dover	FL	232	437	100.0%	100.0%
Three Lakes (2)	RV	Hudson	FL	214	93	100.0%	100.0%
The Valley	MH	Apopka	FL	148	—	99.3%	96.6%
Vista del Lago	MH	Bradenton	FL	136	—	95.6%	94.9%
Vista del Lago RV Resort (2)	RV	Bradenton	FL	25	14	100.0%	100.0%
Vizcaya Lakes	MH	Port Charlotte	FL	113	—	79.7%	78.8%
Walden Woods I	MH	Homosassa	FL	213	—	100.0%	100.0%
Walden Woods II	MH	Homosassa	FL	213	—	98.6%	98.1%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Water Oak Country Club Estates	MH	Lady Lake	FL	1,219	—	95.3% (1)	94.5% (1)
Waters Edge RV Resort (2)	RV	Zephyrhills	FL	136	81	100.0%	100.0%
Westside Ridge	MH	Auburndale	FL	219	—	99.1%	98.6%
Windmill Village	MH	Davenport	FL	509	—	99.2%	98.0%
Woodlands at Church Lake	MH	Groveland	FL	291	—	70.5%	67.4%
Florida Total				37,254	6,074	97.1%	96.4%
SOUTHWEST							
California							
49'er Village RV Resort (2)	RV	Plymouth	CA	31	294	100.0%	N/A
Alta Laguna	MH	Rancho Cucamonga	CA	295	—	100.0%	99.7%
Caliente Sands	MH	Cathedral City	CA	118	—	97.5%	N/A
The Colony	MH	Oxnard	CA	150	—	100.0%	100.0%
Friendly Village of La Habra	MH	La Habra	CA	329	—	100.0%	99.4%
Friendly Village of Modesto	MH	Modesto	CA	289	—	94.5%	90.7%
Friendly Village of Simi	MH	Simi Valley	CA	222	—	100.0%	100.0%
Friendly Village of West Covina	MH	West Covina	CA	157	—	99.4%	100.0%
Heritage	MH	Temecula	CA	196	—	100.0%	99.5%
Indian Wells RV Resort (2)	RV	Indio	CA	138	178	100.0%	100.0%
Lakefront	MH	Lakeside	CA	295	—	100.0%	100.0%
Lazy J Ranch	MH	Arcata	CA	219	—	100.0%	N/A
Lemon Wood	MH	Ventura	CA	231	—	100.0%	100.0%
Napa Valley	MH	Napa	CA	257	—	100.0%	100.0%
Oak Creek	MH	Coarsegold	CA	198	—	95.0%	96.0%
Ocean West	MH	McKinleyville	CA	128	—	100.0%	N/A
Palos Verdes Shores MH & Golf Community	MH	San Pedro	CA	242	—	100.0%	99.6%
Pembroke Downs	MH	Chino	CA	163	—	100.0%	100.0%
Pismo Dunes RV Resort (2)	RV	Pismo Beach	CA	331	—	100.0%	N/A
Rancho Alipaz	MH	San Juan Capistrano	CA	132	—	100.0%	100.0%
Rancho Cabellero	MH	Riverside	CA	303	—	99.7%	99.7%
Royal Palms	MH	Cathedral City	CA	439	—	96.8%	96.8%
Royal Palms RV Resort (2)	RV	Cathedral City	CA	37	1	100.0%	100.0%
Vallecito	MH	Newbury Park	CA	303	—	100.0%	99.7%
Victor Villa	MH	Victorville	CA	287	—	97.2%	95.5%
Vines RV Resort (2)	RV	Paso Robles	CA	—	130	N/A	N/A
Vista del Lago	MH	Scotts Valley	CA	202	—	100.0%	100.0%
Wine Country RV Resort (2)	RV	Paso Robles	CA	—	203	N/A	N/A
California Total				5,692	806	99.1%	98.6%
Arizona							
Blue Star/Lost Dutchman	MH	Apache Junction	AZ	169	—	93.5%	94.1%
Blue Star/Lost Dutchman RV Resort (2)	RV	Apache Junction	AZ	75	131	100.0%	100.0%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Brentwood West	MH	Mesa	AZ	350	—	99.1%	97.7%
Desert Harbor	MH	Apache Junction	AZ	205	—	99.0%	100.0%
Fiesta Village	MH	Mesa	AZ	154	—	79.9%	81.2%
Fiesta Village RV Resort (2)	RV	Mesa	AZ	3	7	100.0%	100.0%
La Casa Blanca	MH	Apache Junction	AZ	198	—	100.0%	100.0%
Mountain View	MH	Mesa	AZ	170	—	99.4%	100.0%
Palm Creek Golf	MH	Casa Grande	AZ	493	—	52.1% (1)	70.0% (1)
Palm Creek Golf & RV Resort (2)	RV	Casa Grande	AZ	889	958	100.0%	100.0%
Rancho Mirage	MH	Apache Junction	AZ	312	—	100.0%	100.0%
Reserve at Fox Creek	MH	Bullhead City	AZ	311	—	95.2%	93.2%
Sun Valley	MH	Apache Junction	AZ	268	—	91.8%	91.0%
Verde Plaza	MH	Tucson	AZ	189	—	90.0%	81.5%
Arizona Total				3,786	1,096	91.0%	93.6%
Colorado							
Cave Creek	MH	Evans	CO	447	—	99.1%	99.1%
Eagle Crest	MH	Firestone	CO	441	—	100.0%	100.0%
The Grove at Alta Ridge	MH	Thornton	CO	409	—	99.8%	99.8%
Jellystone Park(TM) at Larkspur (2)	RV	Larkspur	CO	—	146	N/A	N/A
North Point Estates	MH	Pueblo	CO	108	—	99.1%	97.2%
Skyline	MH	Fort Collins	CO	170	—	99.4%	100.0%
Swan Meadow Village	MH	Dillon	CO	175	—	100.0%	100.0%
Timber Ridge	MH	Fort Collins	CO	585	—	99.5%	99.7%
Colorado Total				2,335	146	99.6%	99.6%
OTHER							
Seaport RV Resort (2)	RV	Old Mystic	CT	42	107	100.0%	100.0%
High Pointe	MH	Frederica	DE	409	—	96.6%	97.1%
Sea Air Village	MH	Rehoboth Beach	DE	373	—	98.4%	98.4%
Sea Air Village RV Resort (2)	RV	Rehoboth Beach	DE	123	11	100.0%	100.0%
Countryside Atlanta	MH	Lawrenceville	GA	260	—	65.0% (1)	100.0% (3)
Countryside Gwinnett	MH	Buford	GA	331	—	99.1%	99.7%
Countryside Lake Lanier	MH	Buford	GA	548	—	98.7%	98.7%
Autumn Ridge	MH	Ankeny	IA	413	—	97.1%	98.8%
Candlelight Village	MH	Sauk Village	IL	309	—	97.1%	95.5%
Maple Brook	MH	Matteson	IL	441	—	99.6%	99.3%
Oak Ridge	MH	Manteno	IL	426	—	93.0%	90.1%
Sunset Lakes RV Resort (2)	RV	Hillsdale	IL	229	269	100.0%	N/A
Wildwood Community	MH	Sandwich	IL	476	—	99.4%	99.8%
Campers Haven RV Resort (2)	RV	Dennisport	MA	234	40	100.0%	100.0%
Peter's Pond RV Resort (2)	RV	Sandwich	MA	325	81	100.0%	100.0%
Castaways RV Resort & Campground (2)	RV	Berlin	MD	4	389	100.0%	100.0%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Fort Whaley [2]	RV	Whaleyville	MD	—	179	N/A	N/A
Frontier Town [2]	RV	Ocean City	MD	—	584	N/A	N/A
Maplewood Manor	MH	Brunswick	ME	296	—	99.3%	99.7%
Merrymeeting	MH	Brunswick	ME	43	—	100.0%	97.7%
Saco/Old Orchard Beach KOA [2]	RV	Saco	ME	—	196	N/A	N/A
Town & Country Village	MH	Lisbon	ME	144	—	99.3%	99.3%
Wagon Wheel RV Resort & Campground [2]	RV	Old Orchard Beach	ME	225	61	100.0%	100.0%
Wild Acres RV Resort & Campground [2]	RV	Old Orchard Beach	ME	291	339	100.0%	100.0%
Southern Hills/Northridge Place	MH	Stewartville	MN	475	—	92.8% [1]	94.1% [1]
Pin Oak Parc	MH	O'Fallon	MO	502	—	96.6%	93.6%
Southfork	MH	Belton	MO	474	—	65.0%	66.2%
Countryside Village	MH	Great Falls	MT	226	—	98.7%	99.1%
Fort Tatham RV Resort & Campground [2]	RV	Sylva	NC	52	39	100.0%	100.0%
Glen Laurel	MH	Concord	NC	260	—	98.5%	99.2%
Meadowbrook	MH	Charlotte	NC	321	—	100.0%	99.7%
Big Timber Lake RV Resort [2]	RV	Cape May	NJ	309	219	100.0%	100.0%
Cape May Crossing	MH	Cape May	NJ	28	—	100.0%	100.0%
Cape May KOA [2]	RV	Cape May	NJ	354	275	100.0%	100.0%
Driftwood Camping Resort [2]	RV	Clermont	NJ	612	95	100.0%	100.0%
Long Beach RV Resort & Campground [2]	RV	Barnegat	NJ	165	49	100.0%	100.0%
Seashore Campsites RV Park and Campground [2]	RV	Cape May	NJ	434	242	100.0%	100.0%
Shady Pines	MH	Galloway Township	NJ	40	—	97.5%	97.5%
Shady Pines RV Resort [2]	RV	Galloway Township	NJ	58	37	100.0%	100.0%
Sun Villa Estates	MH	Reno	NV	324	—	99.7%	100.0%
Adirondack Gateway RV Resort & Campground [2]	RV	Gansevoort	NY	251	78	100.0%	N/A
Jellystone Park(TM) at Birchwood Acres	MH	Greenfield Park	NY	1	—	100.0%	100.0%
Jellystone Park(TM) at Birchwood Acres [2]	RV	Greenfield Park	NY	91	183	100.0%	100.0%
Jellystone Park(TM) of Western New York[2]	RV	North Java	NY	6	353	100.0%	100.0%
Parkside Village	MH	Cheektowaga	NY	156	—	100.0%	100.0%
Sky Harbor	MH	Cheektowaga	NY	522	—	94.8%	92.7%
The Villas at Calla Pointe	MH	Cheektowaga	NY	116	—	100.0%	100.0%
Forest Meadows	MH	Philomath	OR	75	—	100.0%	100.0%
Woodland Park Estates	MH	Eugene	OR	398	—	100.0%	100.0%
Countryside Estates	MH	Mckean	PA	304	—	98.7%	99.0%
Lake In Wood [2]	RV	Narvon	PA	279	141	100.0%	100.0%
Pheasant Ridge	MH	Lancaster	PA	553	—	99.8%	99.5%
Lakeside Crossing	MH	Conway	SC	588	—	76.0% [1]	96.2%
Bell Crossing	MH	Clarksville	TN	237	—	99.2%	98.3%

Property	MH/RV	City	State	MH and Annual RV Sites as of 12/31/17	Transient RV Sites as of 12/31/17	Occupancy as of 12/31/17	Occupancy as of 12/31/16
Gwynn's Island RV Resort & Campground [2]	RV	Gwynn	VA	98	31	100.0%	100.0%
New Point RV Resort [2]	RV	New Point	VA	228	96	100.0%	100.0%
Sunset Beach RV Resort [4]	RV	Cape Charles	VA	—	—	N/A	N/A
Pine Ridge	MH	Prince George	VA	265	—	90.9% [1]	95.9%
Thunderhill Estates	MH	Sturgeon Bay	WI	226	—	99.1%	98.7%
Westward Ho RV Resort & Campground [2]	RV	Glenbeulah	WI	224	98	100.0%	100.0%
Other Total				15,194	4,192	96.0%	97.3%
US TOTAL / AVERAGE				102,402	14,608	95.6%	96.0%
CANADA							
Arran Lake RV Resort & Campground [2]	RV	Allenford	ON	139	50	100.0%	100.0%
Craigleith RV Resort & Campground [2]	RV	Clarksburg	ON	62	49	100.0%	100.0%
Deer Lake RV Resort & Campground [2]	RV	Huntsville	ON	156	83	100.0%	100.0%
Grand Oaks RV Resort & Campground [2]	RV	Cayuga	ON	227	38	100.0%	100.0%
Gulliver's Lake RV Resort & Campground [2]	RV	Millgrove	ON	198	1	100.0%	100.0%
Hidden Valley RV Resort & Campground [2]	RV	Normandale	ON	195	50	100.0%	100.0%
Lafontaine RV Resort & Campground [2]	RV	Penetanguishene	ON	181	82	100.0%	100.0%
Lake Avenue RV Resort & Campground[2]	RV	Cherry Valley	ON	115	12	100.0%	100.0%
Pickerel Park RV Resort & Campground[2]	RV	Napanee	ON	132	77	100.0%	100.0%
Sherkston Shores Beach Resort & Campground [2]	RV	Sherkston	ON	1,364	350	100.0%	100.0%
Silver Birches RV Resort & Campground [2]	RV	Lambton Shores	ON	125	37	100.0%	100.0%
Trailside RV Resort & Campground [2]	RV	Seguin	ON	179	58	100.0%	100.0%
Willow Lake RV Resort & Campground[2]	RV	Scotland	ON	310	61	100.0%	100.0%
Willowood RV Resort & Campground [2]	RV	Amherstburg	ON	100	227	100.0%	100.0%
Woodland Lake RV Resort & Campground [2]	RV	Bornholm	ON	151	73	100.0%	100.0%
CANADA TOTAL / AVERAGE				3,634	1,248	100.0%	100.0%
COMPANY TOTAL / AVERAGE				106,036	15,856	95.8%	96.2%

(1) Occupancy in these Properties reflects the fact that these communities are in a lease-up phase following an expansion.
(2) Occupancy percentage excludes transient RV sites. Percentage calculated by dividing revenue producing sites by developed sites. A revenue producing site is defined as a site that is occupied by a paying resident or reserved by a customer with annual or seasonal usage rights. A developed site is defined as an adequate sized parcel of land that has road and utility access which is zoned and licensed (if required) for use as a home site.
(3) At December 31, 2016, the number of developed sites and occupancy percentage at this property included sites that had been covered under our comprehensive insurance coverage (subject to deductibles and certain limitations) for both property damage and business interruption from a flood that caused substantial damage to this property.
(4) We have an ownership interest in Sunset Beach, but do not maintain and operate the property.
(5) Occupancy in these Properties for 12/31/2017 reflects redevelopment following asset impairments resulting from Hurricane Irma in September 2017.

ITEM 3. LEGAL PROCEEDINGS

We are involved in various legal proceedings arising in the ordinary course of business. All such proceedings, taken together, are not expected to have a material adverse impact on our results of operations or financial condition.

ITEM 4. MINE SAFETY DISCLOSURES

None.

EXECUTIVE OFFICERS OF THE REGISTRANT

The persons listed below are our executive officers.

Name	Age	Title
Gary A. Shiffman	63	Chairman and Chief Executive Officer
John B. McLaren	47	President and Chief Operating Officer
Karen J. Dearing	53	Executive Vice President, Treasurer, Chief Financial Officer and Secretary
Jonathan M. Colman	62	Executive Vice President

Gary A. Shiffman is our Chairman and Chief Executive Officer and has been a director and an executive officer since our inception in 1993. He is a member of our Executive Committee. He has been actively involved in the management, acquisition, construction and development of manufactured housing communities and has developed an extensive network of industry relationships over the past thirty years. He has overseen the acquisition, rezoning, development, expansion and marketing of numerous manufactured home communities, as well as recreational vehicle communities. Additionally, Mr. Shiffman, through his family-related interests, has had significant direct holdings in various real estate asset classes, which include office, multi-family, industrial, residential and retail. Mr. Shiffman is an executive officer and a director of SHS and all of our other corporate subsidiaries.

John B. McLaren has been in the manufactured housing industry since 1995. He has served as our President since 2014 and as our Chief Operating Officer since 2008. From 2008 to 2014, he served as an Executive Vice President of the Company. From 2005 to 2008, he was Senior Vice President of SHS with overall responsibility for home sales and leasing. Mr. McLaren spent approximately three years as Vice President of Leasing & Service for SHS with responsibility for developing and leading our Rental Program and also has experience in the multi-family REIT segment and the chattel lending industry.

Karen J. Dearing has served as our Chief Financial Officer and Executive Vice President since 2008. She joined us in 1998 as the Director of Finance where she worked extensively with accounting and finance matters related to our ground-up developments and expansions. Ms. Dearing became our Corporate Controller in 2002 and Senior Vice President in 2006. She is responsible for the overall management of our information technology, accounting, tax and finance departments, and all internal and external financial reporting. Prior to working for us, Ms. Dearing had 7.5 years of experience as the Financial Controller of a privately-owned automotive supplier and 4.5 years of experience as a certified public accountant with Deloitte.

Jonathan M. Colman has served as an Executive Vice President since March 2003. He joined us in 1994 as Vice President-Acquisitions and became a Senior Vice President in 1995. A certified public accountant, Mr. Colman has over thirty-five years of experience in the manufactured housing community industry. Prior to joining Sun, he has been involved in the acquisition, financing and management of over 75 manufactured housing communities for two of the 10 largest manufactured housing community owners, including Uniprop, Inc. during its syndication of over $90.0 million in public limited partnerships in the late 1980s. Mr. Colman is also a Vice President of all of our corporate subsidiaries.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock has been listed on the NYSE since December 8, 1993, and traded under the symbol "SUI". The following table sets forth the high and low sales prices per share for the common stock for the periods indicated as reported by the NYSE and the distributions per share paid by us with respect to each period:

Year Ended December 31, 2017	High	Low	Distributions
1st Quarter	$ 83.76	$ 75.76	$ 0.67
2nd Quarter	$ 91.37	$ 79.41	$ 0.67
3rd Quarter	$ 91.87	$ 84.00	$ 0.67
4th Quarter	$ 96.08	$ 85.27	$ 0.67 (1)

Year Ended December 31, 2016	High	Low	Distributions
1st Quarter	$ 71.76	$ 62.58	$ 0.65
2nd Quarter	$ 76.69	$ 66.73	$ 0.65
3rd Quarter	$ 85.98	$ 74.23	$ 0.65
4th Quarter	$ 79.32	$ 69.90	$ 0.65 (2)

(1) Paid on January 16, 2018, to stockholders of record on December 29, 2017.
(2) Paid on January 20, 2017, to stockholders of record on December 31, 2016.

On February 15, 2018, the closing share price of our common stock was $86.52 per share on the NYSE, and there were 203 holders of record for the 79,739,141 million outstanding shares of common stock. On February 15, 2018, the Operating Partnership had (i) 2,740,342 common OP units issued and outstanding, not held by us, which were convertible into an equal number of shares of our common stock, (ii) 1,283,819 Aspen preferred OP units issued and outstanding which were exchangeable for 471,498 shares of our common stock, (iii) 343,237 Series A-1 preferred OP units issued and outstanding which were exchangeable for 837,163 shares of our common stock, (iv) 40,268 Series A-3 preferred OP units issued and outstanding which were exchangeable for 74,917 shares of our common stock, (v) 421,756 Series A-4 preferred OP units issued and outstanding, not held by us, which were exchangeable for 187,447 shares of our common stock, and (vi) 316,357 Series C preferred OP units issued and outstanding which were exchangeable for 351,156 shares of our common stock.

We have historically paid regular quarterly distributions to holders of our common stock and common OP units. In addition, we are obligated to make distributions to holders of shares of Series A-4 preferred stock, Aspen preferred OP units, Series A-1 preferred OP units, Series A-3 preferred OP units, Series A-4 preferred OP units, Series B-3 preferred OP units and Series C preferred OP units. See "Structure of the Company" under Part I, Item 1 of this Annual Report on Form 10-K. Our ability to make distributions on our common and preferred stock and OP units, payments on our indebtedness, and to fund planned capital expenditures will depend on our ability to generate cash in the future. The decision to declare and pay distributions on shares of our common stock and common OP units in the future, as well as the timing, amount, and composition of any such future distributions, will be at the sole discretion of our Board of Directors in light of conditions then existing, including our earnings, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions, general overall economic conditions, and other factors.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table reflects information about the securities authorized for issuance under our equity compensation plans as of December 31, 2017:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares of common stock remaining available for future issuance under equity compensation plans (excluding securities reflected in column a) (c)
Equity compensation plans approved by stockholders	3,000	$ 33.45	1,371,343
Equity compensation plans not approved by stockholders	—	—	—
Total	3,000	$ 33.45	1,371,343

Issuer Purchases of Equity Securities

In November 2004, our Board of Directors authorized us to repurchase up to 1,000,000 shares of our common stock. We have 400,000 common shares remaining in the repurchase program. No common shares were repurchased under this program during 2017 or 2016. There is no expiration date specified for the repurchase program.

Recent Sales of Unregistered Securities

From time to time, we may issue shares of common stock in exchange for OP units that may be tendered to the Operating Partnership for redemption in accordance with the terms and provisions of the limited partnership agreement of the Operating Partnership. Such shares are issued based on the exchange ratios and formulas described in “Structure of the Company” under Part I, Item 1 of this Annual Report on Form 10-K.

		Year Ended December 31, 2017		Year Ended December 31, 2016		Year Ended December 31, 2015	
Series	Conversion Rate	Units / Shares	Common Stock	Units/Shares	Common Stock	Units/Shares	Common Stock
Common OP unit	1	36,055	36,055	104,106	104,106	99,851	99,851
Series A-1 preferred OP unit	2.439	21,919	53,456	20,691	50,458	41,116	100,277
Series A-4 preferred OP unit	0.4444	10,000	4,440	120,906	53,733	114,414	50,848
Series A-4 preferred stock	0.4444	158,036	70,238	385,242	171,218	231,093	102,708
Series C preferred OP unit	1.11	16,806	18,651	7,043	7,815	—	—

In addition to the shares of common stock issued pursuant to OP unit conversions above, we issued 298,900 shares of common stock totaling $26.4 million on July 27, 2017 in connection with an acquisition.

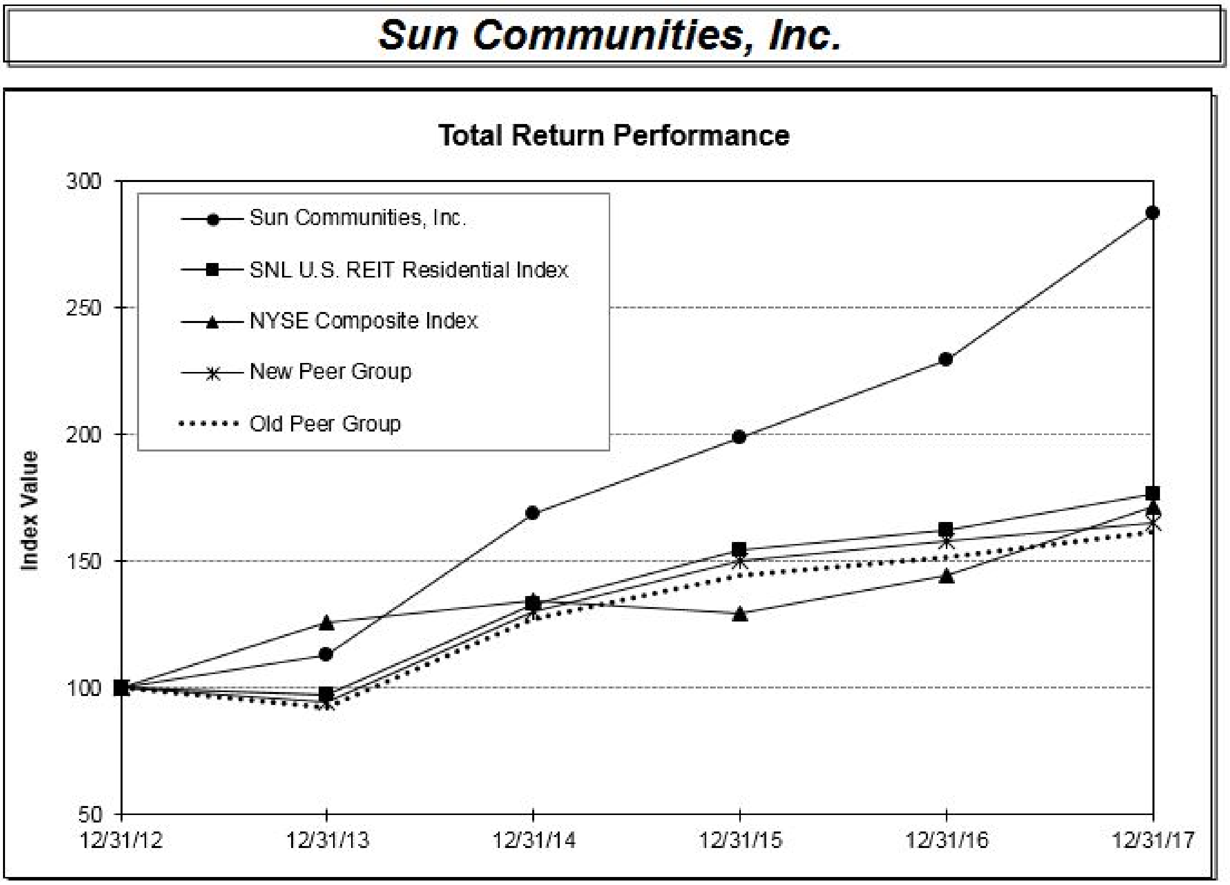
All of the securities described above were issued in private placements in reliance on Section 4(a)(2) of the Securities Act, including Regulation D promulgated thereunder, based on certain investment representations made by the parties to whom the securities were issued. No underwriters were used in connection with any of such issuances.

Performance Graph

Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on our common stock against the cumulative total return of a broad market index composed of all issuers listed on the NYSE and an industry index comprised of thirteen publicly traded residential real estate investment trusts, for the five year period ending on December 31, 2017. This line graph assumes a $100 investment on December 31, 2012, a reinvestment of distributions and actual increase of the market value of our common stock relative to an initial investment of $100. The comparisons in this table are required by the SEC and are not intended to forecast or be indicative of possible future performance of our common stock.

Peer Group

We utilize peer group data for quantitative benchmarking against external market participants. We select our peer group based on a number of quantitative and qualitative factors including, but not limited to, revenues, total assets, market capitalization, industry, sub-industry, location, total shareholder return history, executive compensation components, and peer decisions made by other companies. From time to time, we update our peer group based on analysis of the aforementioned factors and application of judgment. During 2017, we updated our peer group, as shown in the "SUI New Peer Group" caption in the table below.



	Period Ending					
Index	**12/31/12**	**12/31/13**	**12/31/14**	**12/31/15**	**12/31/16**	**12/31/17**
Sun Communities, Inc.	$ 100.00	$ 112.95	$ 168.48	$ 198.55	$ 229.76	$ 287.03
SNL US REIT Residential	$ 100.00	$ 97.19	$ 133.00	$ 154.74	$ 162.46	$ 176.71
NYSE Market Index	$ 100.00	$ 126.28	$ 134.81	$ 129.29	$ 144.73	$ 171.83
SUI Old Peer Group (1)	$ 100.00	$ 92.11	$ 127.26	$ 144.68	$ 151.89	$ 161.80
SUI New Peer Group (2)	$ 100.00	$ 94.60	$ 130.10	$ 149.94	$ 158.12	$ 165.48

(1) SUI old peer group included: American Campus Communities, Inc., American Capital Agency Corp., Apartment Investment and Management Company, AvalonBay Communities, Inc., Camden Property Trust, Education Realty Trust, Inc., Equity Lifestyles Properties, Inc., Equity Residential, Essex Property Trust, Inc., Mid-America Apartment Communities, Inc., Senior Housing Properties Trust and UDR, Inc.
(2) SUI new peer group includes: American Campus Communities, Inc., Apartment Investment and Management Company, AvalonBay Communities, Inc., Brandywine Realty Trust, Camden Property Trust, CubeSmart, Equity Lifestyles Properties, Inc., Essex Property Trust, Inc., Mid-America Apartment Communities, Inc., Tanger Factory Outlet Centers, Inc., Taubman Centers, Inc., UDR, Inc., and Weingarten Realty Investors.

The information included under the heading “Performance Graph” is not to be treated as “soliciting material” or as “filed” with the SEC, and is not incorporated by reference into any filing by the Company under the Securities Act or the Exchange Act that is made on, before or after the date of filing of this Annual Report on Form 10-K.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected financial and operating information on a historical basis. The historical financial data has been derived from our historical financial statements. The following information should be read in conjunction with the information included in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and the Consolidated Financial Statements and the Notes thereto. In addition to the results presented in accordance with GAAP below, we have provided net operating income (“NOI”) and funds from operations (“FFO”) as supplemental performance measures. Refer to *Non-GAAP Financial Measures* in Item 7 below for additional information.

	Year Ended December 31,				
	2017	2016 [1]	2015 [1]	2014 [1]	2013 [1]
	(In thousands, except for share related data)				
OPERATING INFORMATION					
Total revenues	$ 982,570	$ 833,778	$ 674,731	$ 484,259	$ 422,713
Net income attributable to Sun Communities, Inc. common stockholders	$ 65,021	$ 17,369	$ 137,325	$ 22,376	$ 10,610
Earnings per share - basic	$ 0.85	$ 0.27	$ 2.53	$ 0.54	$ 0.31
Earnings per share - diluted	$ 0.85	$ 0.26	$ 2.52	$ 0.54	$ 0.31
Cash distributions declared per common share	$ 2.68	$ 2.60	$ 2.60	$ 2.60	$ 2.52
FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities	$ 320,119	$ 225,653	$ 192,128	$ 134,549	$ 117,583
Core FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities	$ 337,384	$ 266,131	$ 210,559	$ 148,356	$ 121,511
FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities per share - fully diluted	$ 3.95	$ 3.22	$ 3.31	$ 3.06	$ 3.12
Core FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities per share - fully diluted	$ 4.17	$ 3.79	$ 3.63	$ 3.37	$ 3.22
BALANCE SHEETS					
Total assets	$ 6,111,957	$ 5,870,776	$ 4,181,799	$ 2,925,546	$ 1,987,742
Total debt	$ 3,079,238	$ 3,110,042	$ 2,336,297	$ 1,819,941	$ 1,485,658
Total liabilities	$ 3,405,204	$ 3,441,605	$ 2,562,421	$ 1,997,540	$ 1,611,363

[1] Financial information has been revised to reflect certain reclassifications in prior periods to conform to current period presentation.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements and accompanying footnotes thereto included in this Annual Report on Form 10-K. In addition to the results presented in accordance with GAAP below, we have provided net operating income ("NOI") and funds from operations ("FFO") as supplemental performance measures. Refer to *Non-GAAP Financial Measures* in this Item for additional information.

OVERVIEW

We are a fully integrated, self-administered and self-managed REIT. As of December 31, 2017, we owned and operated, or had an interest in, a portfolio of 350 properties located throughout the United States and Ontario, Canada, including 230 MH communities, 89 RV communities, and 31 properties containing both MH and RV sites. We have been in the business of acquiring, operating, developing, and expanding MH and RV communities since 1975. We lease individual sites with utility access for placement of manufactured homes and RVs to our customers. We are also engaged through SHS in the marketing, selling, and leasing of new and pre-owned homes to current and future residents in our communities. The operations of SHS support and enhance our occupancy levels, property performance, and cash flows.

EXECUTIVE SUMMARY

2017 Accomplishments:

- Total revenues for 2017 increased 17.9 percent to $982.6 million.
- Core FFO for 2017 was $4.17 per diluted share and OP unit, an increase of 10.0 percent over 2016.
- Achieved Same Community NOI growth of 6.9 percent.
- Gained 2,406 revenue producing sites.
- Reached Same Community occupancy of 97.3 percent, excluding approximately 1,800 recently completed but vacant expansion sites.
- Sold 3,282 homes, an increase of 3.5 percent over 2016.
- Brokered homes sales increased by 21.2 percent to 2,006 in 2017 as compared to 1,655 in 2016.
- Reduced net debt leverage ratio to 6.3 at December 31, 2017 compared to 7.5 at December 31, 2016.
- Achieved 1-year, 3-year and 5-year total shareholder return of 24.9 percent, 70.4 percent and 187.0 percent, respectively.
- Delivered over 2,100 expansion sites in 26 communities.
- Closed an underwritten registered public offering for net proceeds over $400.0 million.
- Acquired nine communities for total consideration of approximately $145.0 million.

Property Operations:

Occupancy in our Properties as well as our ability to increase rental rates directly affects revenues. Our revenue streams are predominantly derived from customers renting our sites on a long-term basis. Our Same Community properties continue to achieve revenue and occupancy increases which drive continued NOI growth. We continue to sell homes at a high level in our communities and expect this trend to continue.

	Year Ended December 31,		
Portfolio Information:	**2017**	**2016**	**2015**
Occupancy % - Total Portfolio - MH and RV blended [1]	95.8%	96.2%	95.0%
Occupancy % - Same Community - MH and RV blended [1][2]	97.3%	95.4%	94.7%
Core FFO	$ 4.17	$ 3.79	$ 3.63
NOI - Total Portfolio *(in thousands)*	$ 479,662	$ 403,337	$ 335,567
NOI - Same Community *(in thousands)*	$ 382,210	$ 357,618	$ 310,890
Homes Sold	3,282	3,172	2,483
Number of Occupied Rental Homes	11,074	10,733	10,685

[1] Occupancy percent includes annual RV sites, and excludes transient RV sites.
[2] Occupancy percent excludes recently completed but vacant expansion sites.

Acquisition Activity:

During the past three years, we have completed acquisitions of over 150 properties with over 46,000 sites located in high growth areas and retirement and vacation destinations such as California, Florida, and Eastern coastal areas such as the Jersey Shore and Cape Cod, Massachusetts. We have also expanded into Ontario, Canada, with the Carefree acquisition in 2016.

During 2017, we acquired nine communities, as detailed in the table below:

Property/Portfolio	Location	Type	Total Consideration (in thousands)	Number of sites - MH/Annual	Number of sites - Transient	Expansion Sites
49'er Village	Plymouth, CA	RV	$ 13,000	—	328	—
Sunset Lakes	Hillsdale, IL	RV	8,045	—	498	—
Arbor Woods	Superior Township, MI	MH	16,943	458	—	—
Pismo Dunes	Pismo Beach, CA	RV	21,920	—	331	—
Lazy J Ranch	Arcata, CA	MH	14,300	220	—	—
Ocean West	McKinleyville, CA	MH	9,673	130	—	4
Caliente Sands	Cathedral City, CA	MH	8,871	118	—	—
Emerald Coast	Panama City Beach, FL	MH & RV	19,500	37	164	14
Colony in the Wood	Port Orange, FL	MH	32,478	383	—	—
Total			$ 144,730	1,346	1,321	18

During 2017, we acquired Carolina Pines RV Resort, an undeveloped parcel of land near Myrtle Beach, South Carolina, for $5.9 million. This land parcel has been entitled and zoned to build an 841 site RV resort. Additionally, in December 2017, we acquired 25.0 percent of the land previously under a ground lease at one of our California communities for $4.0 million.

Expansion Activity:

We have been focused on expansion opportunities adjacent to our existing communities, and we have developed nearly 3,000 sites over the past three years. We have expanded over 2,100 sites at 26 communities in 2017. The total cost to construct the sites was over $66.0 million. We continue to expand our Properties utilizing our inventory of owned and entitled land (approximately 9,600 sites available for development) and expect to construct over 1,700 additional sites in 2018.

Capital Activity:

In 2017, we closed an underwritten registered public offering of 4,830,000 shares of common stock at a price of $86.00 per share. Proceeds from the offering were $408.9 million after deducting expenses related to the offering, and were used to repay borrowings outstanding on the revolving loan under our senior revolving credit facility, to fund possible future acquisitions and for working capital and general corporate purposes. Refer to Note 9, “Equity and Mezzanine Securities,” of our accompanying Consolidated Financial Statements for further information regarding capital activity.

Markets:

Our Properties are largely concentrated in Florida, Michigan, Texas and California. We have expanded our market share in California through recent acquisitions and increased our property holdings in other high growth areas of the U.S. including retirement and vacation destinations.

We have also experienced strong revenue growth through recent acquisitions of RV communities. The age demographic of RV communities is attractive, as the population of retirement age baby boomers in the U.S. is growing. RV communities have become a trending vacation opportunity not only for the retiree population, but as an affordable vacation alternative for families.

The following table identifies our largest markets by total sites:

	December 31, 2017			December 31, 2016		
Major Market	**Number of Properties**	**Total Sites**	**% of Total Sites**	**Number of Properties**	**Total Sites**	**% of Total Sites**
Florida	123	43,328	35.5%	121	42,823	36.5%
Michigan	68	26,137	21.4%	67	24,716	21.1%
Texas	21	7,974	6.5%	21	7,593	6.5%
California	27	6,498	5.3%	22	5,375	4.6%
Ontario, Canada	15	4,882	4.0%	15	4,868	4.2%
Arizona	11	4,882	4.0%	11	4,614	3.9%
Indiana	11	3,420	2.8%	11	3,402	2.9%
New Jersey	7	2,917	2.4%	7	3,002	2.6%
Ohio	9	2,904	2.4%	9	2,913	2.5%
Colorado	8	2,481	2.0%	8	2,483	2.1%
Illinois	5	2,150	1.8%	4	1,652	1.4%
New York	6	1,757	1.4%	6	1,717	1.5%
Maine	6	1,595	1.3%	6	1,521	1.3%
Pennsylvania	3	1,277	1.1%	3	1,277	1.1%
Maryland	3	1,156	1.0%	3	1,215	1.0%
Georgia	3	1,139	0.9%	3	1,049	0.9%
Missouri	2	976	0.8%	2	976	0.8%
Delaware	2	916	0.8%	2	916	0.8%
Virginia	4	718	0.6%	4	698	0.6%
Massachusetts	2	680	0.6%	2	680	0.6%
North Carolina	3	672	0.6%	3	672	0.6%
South Carolina	1	588	0.5%	1	418	0.4%
Wisconsin	2	548	0.4%	2	548	0.5%
Minnesota	1	475	0.4%	1	426	0.4%
Oregon	2	473	0.4%	2	473	0.4%
Iowa	1	413	0.3%	1	413	0.4%
Nevada	1	324	0.3%	1	324	0.3%
Tennessee	1	237	0.2%	1	237	0.2%
Montana	1	226	0.2%	1	226	0.2%
Connecticut	1	149	0.1%	1	149	0.1%
	350	121,892		341	117,376	

NON-GAAP FINANCIAL MEASURES

In addition to the results reported in accordance with GAAP in our “Results of Operations” below, we have provided information regarding net operating income (“NOI”) and funds from operations (“FFO”) as supplemental performance measures. We believe NOI and FFO are appropriate measures given their wide use by and relevance to investors and analysts following the real estate industry. NOI provides a measure of rental operations and does not factor in depreciation, amortization and non-property specific expenses such as general and administrative expenses. FFO, reflecting the assumption that real estate values rise or fall with market conditions, principally adjusts for the effects of GAAP depreciation/amortization of real estate assets. In addition, NOI and FFO are commonly used in various ratios, pricing multiples/yields and returns and valuation calculations used to measure financial position, performance and value.

NOI is derived from revenues minus property operating expenses and real estate taxes. NOI does not represent cash generated from operating activities in accordance with GAAP and should not be considered to be an alternative to net income (loss) (determined in accordance with GAAP) as an indication of the Company’s financial performance or to be an alternative to cash flow from operating activities (determined in accordance with GAAP) as a measure of the Company’s liquidity; nor is it indicative of funds available for the Company’s cash needs, including its ability to make cash distributions. The Company believes that net income (loss) is the most directly comparable GAAP measurement to NOI. Because of the inclusion of items such as interest, depreciation, and amortization, the use of net income (loss) as a performance measure is limited as these items may not accurately reflect the actual change in market value of a property, in the case of depreciation and in the case of interest, may not necessarily be linked to the operating performance of a real estate asset, as it is often incurred at a parent company level and not at a property level. The Company believes that NOI is helpful to investors as a measure of operating performance because it is an indicator of the return on property investment, and provides a method of comparing property performance over time. The Company uses NOI as a key management tool when evaluating performance and growth of particular properties and/or groups of properties. The principal limitation of NOI is that it excludes depreciation, amortization interest expense and non-property specific expenses such as general and administrative expenses, all of which are significant costs. Therefore, NOI is a measure of the operating performance of the properties of the Company rather than of the Company overall.

FFO is defined by the National Association of Real Estate Investment Trusts (“NAREIT”) as net income (loss) computed in accordance with GAAP, excluding gains or losses from sales of depreciable operating property, plus real estate-related depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. The Company considers FFO to be a useful measure for reviewing comparative operating and financial performance because, by excluding gains and losses related to sales of previously depreciated operating real estate assets, impairment and excluding real estate asset depreciation and amortization (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates).

FFO provides a performance measure that, when compared period over period, reflects the impact to operations from trends in occupancy rates, rental rates, and operating costs, providing perspective not readily apparent from net income (loss). Management believes that the use of FFO has been beneficial in improving the understanding of operating results of REITs among the investing public and making comparisons of REIT operating results more meaningful. FFO is computed in accordance with the Company’s interpretation of standards established by NAREIT, which may not be comparable to FFO reported by other REITs that do not define the term in accordance with the current NAREIT definition or that interpret the current NAREIT definition differently than the Company. The Company also uses FFO excluding certain gain and loss items that management considers unrelated to the operational and financial performance of our core business (“Core FFO”). We believe that this provides investors with another financial measure of our operating performance that is more comparable when evaluating period over period results.

Because FFO excludes significant economic components of net income (loss) including depreciation and amortization, FFO should be used as an adjunct to net income (loss) and not as an alternative to net income (loss). The principal limitation of FFO is that it does not represent cash flow from operations as defined by GAAP and is a supplemental measure of performance that does not replace net income (loss) as a measure of performance or net cash provided by operating activities as a measure of liquidity. In addition, FFO is not intended as a measure of a REIT’s ability to meet debt principal repayments and other cash requirements, nor as a measure of working capital. FFO only provides investors with an additional performance measure that, when combined with measures computed in accordance with GAAP such as net income (loss), cash flow from operating activities, investing activities and financing activities, provide investors with an indication of our ability to service debt and to fund acquisitions and other expenditures. Other REITs may use different methods for calculating FFO, accordingly, our FFO may not be comparable to other REITs.

RESULTS OF OPERATIONS

We report operating results under two segments: Real Property Operations and Home Sales and Rentals. The Real Property Operations segment owns, operates, develops, or has an interest in, a portfolio of MH and RV communities throughout the U.S. and in Canada, and is in the business of acquiring, operating, and expanding MH and RV communities. The Home Sales and Rentals segment offers MH and RV park model sales and leasing services to tenants and prospective tenants of our communities. We evaluate segment operating performance based on NOI and gross profit. Refer to Note 11, "Segment Reporting," in our accompanying Consolidated Financial Statements for additional information.

SUMMARY STATEMENTS OF OPERATIONS

The following table summarizes our consolidated financial results and reconciles Net income attributable to Sun Communities, Inc. common stockholders to NOI for the years ended December 31, 2017, 2016, and 2015 (in thousands):

	Years Ended		
	2017	**2016**	**2015**
Net income attributable to Sun Communities, Inc. common stockholders	$ 65,021	$ 17,369	$ 137,325
Other revenues	(24,874)	(21,150)	(18,157)
Home selling expenses	12,457	9,744	7,476
General and administrative	74,711	64,087	47,455
Transaction costs	9,801	31,914	17,803
Catastrophic weather related charges, net	8,352	1,172	—
Depreciation and amortization	261,536	221,770	177,637
Loss on extinguishment of debt	6,019	1,127	2,800
Interest expense	130,242	122,315	110,878
Other income / (expense), net	(8,982)	4,676	—
Gain on disposition of properties, net	—	—	(125,376)
Current tax expense	446	683	158
Deferred tax benefit / (expense)	(582)	(400)	1,000
Income from affiliate transactions	—	(500)	(7,500)
Preferred return to preferred OP units	4,581	5,006	4,973
Amounts attributable to noncontrolling interests	5,055	150	10,054
Preferred stock distributions	7,162	8,946	13,793
Preferred stock redemption costs	—	—	4,328
NOI/Gross Profit	$ 550,945	$ 466,909	$ 384,647

	Years Ended		
	2017	**2016**	**2015**
Real Property NOI	$ 479,662	$ 403,337	$ 335,567
Rental Program NOI	92,382	85,086	83,232
Home Sales NOI/Gross profit	32,294	30,087	20,787
Ancillary NOI/Gross profit	10,440	9,999	7,013
Site rent from Rental Program (included in Real Property NOI) (1)	(63,833)	(61,600)	(61,952)
NOI/Gross profit	$ 550,945	$ 466,909	$ 384,647

(1) The renter's monthly payment includes the site rent and an amount attributable to the leasing of the home. The site rent is reflected in the Real Property Operations segment. For purposes of management analysis, the site rent is included in the Rental Program revenue to evaluate the incremental revenue gains associated with implementation of the Rental Program, and to assess the overall growth and performance of Rental Program and financial impact on our operations.

COMPARISON OF THE YEARS ENDED DECEMBER 31, 2017 AND 2016

REAL PROPERTY OPERATIONS – TOTAL PORTFOLIO

The following tables reflect certain financial and other information for our Total Portfolio as of and for the years ended December 31, 2017 and 2016:

Financial Information (in thousands)	Year Ended December 31, 2017	Year Ended December 31, 2016	Change	% Change
Income from Real Property	$ 742,228	$ 620,917	$ 121,311	19.5%
Property operating expenses:				
Payroll and benefits	67,075	56,744	10,331	18.2%
Legal, taxes, and insurance	7,264	5,941	1,323	22.3%
Utilities	83,550	67,495	16,055	23.8%
Supplies and repair	25,871	20,732	5,139	24.8%
Other	26,518	22,362	4,156	18.6%
Real estate taxes	52,288	44,306	7,982	18.0%
Property operating expenses	262,566	217,580	44,986	20.7%
Real Property NOI	$ 479,662	$ 403,337	$ 76,325	18.9%

Other Information	As of December 31, 2017	As of December 31, 2016	Change
Number of properties	350	341	9
MH occupancy	94.6%		
RV occupancy	100.0%		
MH & RV blended occupancy [(1)]	95.8%	96.2%	(0.4)%
Sites available for development	9,617	10,337	(720)
Monthly base rent per site - MH	$ 533	$ 515	$ 18
Monthly base rent per site - RV [(2)]	$ 439	$ 420	$ 19
Monthly base rent per site - Total	$ 512	$ 495	$ 17

(1) Overall occupancy percent includes MH and annual RV sites, and excludes transient RV sites.
(2) Monthly base rent pertains to annual RV sites and excludes transient RV sites.

The $76.3 million increase in Real Property NOI consists of $51.7 million from recently acquired properties and $24.6 million from our Same Community properties as detailed below.

REAL PROPERTY OPERATIONS – SAME COMMUNITY

A key management tool used when evaluating performance and growth of our properties is a comparison of Same Communities. Same Communities consist of properties owned and operated throughout 2017 and 2016. The Same Community data may change from time-to-time depending on acquisitions, dispositions, management discretion, significant transactions, or unique situations. The Same Community data in this Form 10-K includes all properties which we have owned and operated continuously since January 1, 2016. All communities from the American Land Lease portfolio acquisition are included within Same Communities.

In order to evaluate the growth of the Same Communities, management has classified certain items differently than our GAAP statements. The reclassification difference between our GAAP statements and our Same Community portfolio is the reclassification of water and sewer revenues from income from real property to utilities. A significant portion of our utility charges are re-billed to our residents. We have reclassifed $26.9 million and $25.8 million for the year ended December 31, 2017 and 2016, respectively, to reflect the utility expenses associated with our Same Community portfolio net of recovery.

The following tables reflect certain financial and other information for our Same Communities as of and for the years ended December 31, 2017 and 2016:

	Year Ended December 31,			
Financial Information (in thousands)	**2017**	**2016**	**Change**	**% Change**
Income from Real Property	$ 533,942	$ 503,770	$ 30,172	6.0 %
Property operating expenses:				
Payroll and benefits	45,240	43,078	2,162	5.0 %
Legal, taxes, and insurance	5,562	5,174	388	7.5 %
Utilities	29,726	28,475	1,251	4.4 %
Supplies and repair [(1)]	19,109	18,729	380	2.0 %
Other	13,696	13,988	(292)	(2.1)%
Real estate taxes	38,399	36,708	1,691	4.6 %
Property operating expenses	151,732	146,152	5,580	3.8 %
Real Property NOI	$ 382,210	$ 357,618	$ 24,592	6.9 %

	As of December 31,			
Other Information	**2017**	**2016**	**Change**	**% Change**
Number of properties	231	231	—	— %
MH occupancy [(2)]	96.9%			
RV occupancy [(2)]	100.0%			
MH & RV blended occupancy [(2)]	97.3%	95.4% [(3)]	1.9%	
Sites available for development	5,087	6,263	(1,176)	(18.8)%
Monthly base rent per site - MH	$ 518	$ 500	$ 18	3.6 % [(5)]
Monthly base rent per site - RV [(4)]	$ 459	$ 441	$ 18	4.2 % [(5)]
Monthly base rent per site - Total	$ 510	$ 492	$ 18	3.6 % [(5)]

(1) Year ended December 31, 2016 excludes $0.1 million of expenses incurred for recently acquired properties to bring the properties up to Sun's operating standards. These costs did not meet the Company's capitalization policy.
(2) The Same Community occupancy percentage for 2017 is derived from 80,407 developed sites, of which 78,257 were occupied. The number of developed sites excludes RV transient sites and approximately 1,800 recently completed but vacant MH expansion sites.
(3) The Same Community occupancy percentage for 2016 has been adjusted to reflect incremental growth period-over-period from filled expansion sites and the conversion of transient RV sites to annual RV sites.
(4) Monthly base rent pertains to annual RV sites and excludes transient RV sites.
(5) Calculated using actual results without rounding.

The 6.9 percent growth in NOI is primarily due to a 6.0 percent increase in Income from real property. The 6.0 percent increase in Income from real property is primarily due to a 1.9 percent increase in MH & RV blended occupancy, a 3.6 percent increase in total monthly base rent per site and a 0.5 percent increase in transient and other revenue. The increase in Income from real property was partially offset by a 3.8 percent increase in Property operating expenses compared to 2016, which was primarily due to higher payroll and benefits, real estate taxes and utilities in 2017.

RENTALS AND HOME SALES

The following table reflects certain financial and other information for our Rental Program as of and for the years ended December 31, 2017 and 2016 (in thousands, except for statistical information):

	Year Ended December 31,			
Financial Information	**2017**	**2016**	**Change**	**% Change**
Rental home revenue	$ 50,549	$ 47,780	$ 2,769	5.8 %
Site rent from Rental Program [1]	63,833	61,600	2,233	3.6 %
Rental Program revenue	114,382	109,380	5,002	4.6 %
Expenses				
Commissions	2,620	2,242	378	16.9 %
Repairs and refurbishment	9,864	12,825	(2,961)	(23.1)%
Taxes and insurance	6,102	5,734	368	6.4 %
Marketing and other	3,414	3,493	(79)	(2.3)%
Rental Program operating and maintenance	22,000	24,294	(2,294)	(9.4)%
Rental Program NOI	$ 92,382	$ 85,086	$ 7,296	8.6 %
Other Information				
Number of occupied rentals, end of period	11,074	10,733	341	3.2 %
Investment in occupied rental homes, end of period	$ 494,945	$ 457,691	$ 37,254	8.1 %
Number of sold rental homes	1,168	1,089	79	7.3 %
Weighted average monthly rental rate, end of period	$ 917	$ 882	$ 35	4.0 %

(1) The renter's monthly payment includes the site rent and an amount attributable to the leasing of the home. The site rent is reflected in the Real Property Operations segment. For purposes of management analysis, the site rent is included in the Rental Program revenue to evaluate the incremental revenue gains associated with implementation of the Rental Program, and assess the overall growth and performance of Rental Program and financial impact to our operations.

Rental Program NOI increased by 8.6 percent compared to 2016. The increase is due to a 4.6 percent increase in Rental Program revenue attributable to a 4.0 percent increase in weighted average monthly rental rates and a 3.2 percent increase in the number of occupied rentals, combined with an overall decrease in Rental Program operating and maintenance expenses.

The 9.4 percent decrease in Rental Program operating and maintenance expenses is primarily due to lower Repairs and refurbishment expenses in 2017 as compared to 2016. The reduction in Repairs and refurbishment expenses is primarily due to our continuing investment in occupied rentals and replacement of older homes in the Rental Program with newer ones that do not require the same level of repairs and refurbishments.

We purchase new homes and acquire pre-owned and repossessed manufactured homes, generally located within our communities, from lenders, dealers, and former residents to lease or sell to current and prospective residents.

The following table reflects certain financial and statistical information for our Home Sales Program for the years ended December 31, 2017 and 2016 (in thousands, except for average selling prices and statistical information):

	Year Ended December 31,			
Financial Information	**2017**	**2016**	**Change**	**% Change**
New home sales	$ 36,915	$ 30,977	$ 5,938	19.2%
Pre-owned home sales	90,493	79,530	10,963	13.8%
Revenue from homes sales	127,408	110,507	16,901	15.3%
New home cost of sales	31,578	26,802	4,776	17.8%
Pre-owned home cost of sales	63,536	53,618	9,918	18.5%
Cost of home sales	95,114	80,420	14,694	18.3%
NOI / Gross profit	$ 32,294	$ 30,087	$ 2,207	7.3%
Gross profit – new homes	$ 5,337	$ 4,175	$ 1,162	27.8%
Gross margin % – new homes	14.5%	13.5%	1.0 %	
Average selling price – new homes	$ 101,975	$ 94,156	$ 7,819	8.3%
Gross profit – pre-owned homes	$ 26,957	$ 25,912	$ 1,045	4.0%
Gross margin % – pre-owned homes	29.8%	32.6%	(2.8)%	
Average selling price – pre-owned homes	$ 30,991	$ 27,974	$ 3,017	10.8%
Statistical Information				
Home sales volume:				
New home sales	362	329	33	10.0%
Pre-owned home sales	2,920	2,843	77	2.7%
Total homes sold	3,282	3,172	110	3.5%

Gross profit for new and pre-owned home sales increased $1.2 million and $1.0 million, respectively, in 2017 as compared to 2016. The increases for both new and pre-owned home sales are primarily the result of higher home sales volumes combined with higher average selling prices in 2017 as compared to 2016.

OTHER INCOME STATEMENT ITEMS

The following table summarizes other income and expenses for the years ended December 31, 2017 and 2016 (amounts in thousands):

	Year Ended December 31,			
	2017	**2016**	**Change**	**% Change**
Ancillary revenues, net	$ 10,440	$ 9,999	$ 441	4.4 %
Interest income	$ 21,180	$ 18,113	$ 3,067	16.9 %
Brokerage commissions and other revenues, net	$ 3,694	$ 3,037	$ 657	21.6 %
Home selling expenses	$ 12,457	$ 9,744	$ 2,713	27.8 %
General and administrative expenses	$ 74,711	$ 64,087	$ 10,624	16.6 %
Transaction costs	$ 9,801	$ 31,914	$ (22,113)	(69.3)%
Catastrophic weather related charges, net	$ 8,352	$ 1,172	$ 7,180	612.6 %
Depreciation and amortization	$ 261,536	$ 221,770	$ 39,766	17.9 %
Loss on extinguishment of debt	$ 6,019	$ 1,127	$ 4,892	434.1 %
Interest expense	$ 130,242	$ 122,315	$ 7,927	6.5 %
Other income / (expense), net	$ 8,982	$ (4,676)	$ 13,658	292.1 %
Current tax expense	$ (446)	$ (683)	$ 237	(34.7)%
Deferred tax benefit	$ 582	$ 400	$ 182	45.5 %
Income from affiliate transactions	$ —	$ 500	$ (500)	(100.0)%

Interest income - increased primarily due to an increase in our installment notes receivable, partially offset by a decrease in our collateralized receivables, as compared to December 31, 2016.

Brokerage commissions and other revenues, net - increased due to the sale of 2,006 brokered homes in 2017 as compared to 1,655 in 2016, a 21.2 percent increase.

Home selling expenses - increased primarily due to higher volumes and higher weighted average selling prices for both new and used homes in 2017, which resulted in higher commissions.

General and administrative expenses - increased primarily due to additional employee related costs as headcount increased in connection with our growth through acquisitions.

Transaction costs - relate to diligence and other expenses incurred in connection with our acquisitions. These costs were significantly lower in 2017 as compared to 2016, due to the acquisition of Carefree in 2016. Refer to Note 2, “Real Estate Acquisitions and Dispositions,” in our accompanying Consolidated Financial Statements for additional information.

Catastrophic weather related charges, net - In September 2017, Hurricane Irma impacted 121 of our communities in Florida and three in Georgia. We recognized charges totaling $31.7 million comprised of $21.3 million for debris and tree removal, common area repairs and minor flooding damage, as well as $10.4 million for impaired assets at the three Florida Keys communities. These charges were partially offset by estimated insurance recoveries of $23.7 million.

In 2016, Catastrophic weather related charges, net were primarily attributable to debris and tree removal, common area repairs and minor flooding damage from hurricanes Hermine and Matthew.

Depreciation and amortization - increased as a result of our acquisition of Carefree in 2016, as well as other properties in the second half of 2016 and during 2017. Refer to Note 2, “Real Estate Acquisitions and Dispositions,” of our accompanying Consolidated Financial Statements for additional information.

Loss on extinguishment of debt - in 2017 of $6.0 million was recognized in connection with defeasement or repayment of collateralized term loans totaling $61.4 million. In 2016, the loss on extinguishment of debt of $1.1 million was in connection with repayment of a total of $79.1 million of collateralized term loans. Refer to Note 8, “Debt and Lines of Credit,” in our accompanying Consolidated Financial Statements for additional information.

Interest expense - increased primarily due to 2017 including a full year of interest expense from incremental borrowings of $338.0 million, $405.0 million and $139.0 million in connection with our Fannie Mae Financing, NML Financing and Freddie Mac Financing arrangements, respectively. The $338.0 million and $405.0 million borrowings were entered into in June 2016, and the $139.0 million was entered into in September 2016. Refer to Note 8, “Debt and Lines of Credit,” in our accompanying Consolidated Financial Statements for additional information.

Other income / (expense), net - in 2017 consisted of foreign currency translation gains of $5.9 million and a contingent liability remeasurement gain of $3.0 million, compared to 2016 which consisted of foreign currency translation losses of $5.0 million and a contingent liability remeasurement loss of $0.2 million, partially offset by a $0.5 million gain related to the acquisition of a community.

Income from affiliate transactions - of $0.5 million in 2016 was due to the sale of our entire interest in Origen Financial, Inc. Prior to the sale, the carrying value of our investment was zero.

COMPARISON OF THE YEARS ENDED DECEMBER 31, 2016 AND 2015

REAL PROPERTY OPERATIONS – TOTAL PORTFOLIO

The following tables reflect certain financial and other information for our Total Portfolio as of and for the years ended December 31, 2016 and 2015:

	Year Ended December 31,			
Financial Information (in thousands)	**2016**	**2015**	**Change**	**% Change**
Income from Real Property	$ 620,917	$ 506,078	$ 114,839	22.7 %
Property operating expenses:				
Payroll and benefits	56,744	40,207	16,537	41.1 %
Legal, taxes, and insurance	5,941	7,263	(1,322)	(18.2)%
Utilities	67,495	53,112	14,383	27.1 %
Supplies and repair	20,732	19,075	1,657	8.7 %
Other	22,362	16,140	6,222	38.6 %
Real estate taxes	44,306	34,714	9,592	27.6 %
Property operating expenses	217,580	170,511	47,069	27.6 %
Real Property NOI	$ 403,337	$ 335,567	$ 67,770	20.2 %

	As of December 31,		
Other Information	**2016**	**2015**	**Change**
Number of properties	341	231	110
MH occupancy	95.1%		
RV occupancy	100.0%		
MH & RV blended occupancy [(1)]	96.2%	95.0%	1.2%
Sites available for development	10,337	7,181	3,156
Monthly base rent per site - MH	$ 515	$ 484	$ 31
Monthly base rent per site - RV [(2)]	$ 416	$ 423	$ (7)
Monthly base rent per site - Total	$ 495	$ 477	$ 18

(1) Overall occupancy (percent) includes MH and annual RV sites, and excludes transient RV sites.
(2) Monthly base rent pertains to annual RV sites and excludes transient RV sites.

The 20.2 percent growth in Real Property NOI consists of $45.7 million from newly acquired properties and $22.0 million from Same Community properties as detailed below.

REAL PROPERTY OPERATIONS – SAME COMMUNITY

The following tables reflect certain financial and other information for our Same Communities, which includes all properties we have owned and operated continuously since January 1, 2015 as of and for the years ended December 31, 2016 and 2015:

	Year Ended December 31,			
Financial Information (in thousands)	**2016**	**2015**	**Change**	**% Change**
Income from Real Property	$ 466,967	$ 440,202	$ 26,765	6.1 %
Property operating expenses:				
Payroll and benefits	38,688	36,465	2,223	6.1 %
Legal, taxes, and insurance	5,398	6,633	(1,235)	(18.6)%
Utilities	26,161	25,674	487	1.9 %
Supplies and repair [(1)]	16,617	17,154	(537)	(3.1)%
Other	12,945	11,823	1,122	9.5 %
Real estate taxes	34,239	31,563	2,676	8.5 %
Property operating expenses	134,048	129,312	4,736	3.7 %
Real Property NOI	$ 332,919	$ 310,890	$ 22,029	7.1 %

	As of December 31,			
Other Information	**2016**	**2015**	**Change**	**% Change**
Number of properties	219	219	—	—%
MH occupancy [(2)]	96.0%			
RV occupancy [(2)]	100.0%			
MH & RV blended occupancy [(2)] [(3)]	96.6%	94.7%	1.9%	
Sites available for development	6,542	5,906	636	10.8%
Monthly base rent per site - MH	$ 498	$ 482	$ 16	3.3%
Monthly base rent per site - RV [(4)]	$ 436	$ 423	$ 13	3.1%
Monthly base rent per site - Total	$ 489	$ 474	$ 15	3.2%

(1) Year ended December 31, 2015 excludes $2.8 million of expenses incurred for recently acquired properties to bring the properties up to Sun's operating standards. These costs did not meet the Company's capitalization policy.
(2) Overall occupancy (percent) includes MH and annual RV sites, and excludes recently completed but vacant expansion sites and transient RV sites.
(3) Overall occupancy (percent) for 2015 has been adjusted to reflect incremental growth year over year from filled expansion sites and the conversion of transient RV sites to annual RV sites.
(4) Monthly base rent pertains to annual RV sites and excludes transient RV sites.

The 7.1 percent growth in NOI is primarily due to increased revenues of $26.8 million partially offset by additional expenses of $4.7 million.

Income from real property revenue consists of MH and RV site rent, and miscellaneous other property revenues. The 6.1 percent growth in income from real property was due to a combination of factors. Revenue from our MH and RV portfolio increased $24.9 million due to monthly base rent per site increases of 3.2 percent, a 1.9 percent increase in occupancy, and the increased number of occupied vacation rental sites. Additionally, other revenues increased $1.8 million primarily due to increases in property tax revenues, trash income, cable television royalties, and month-to-month fees.

Property operating expenses increased approximately $4.7 million, or 3.7 percent, compared to 2015. The increase is primarily due to increased real estate taxes of $2.7 million and increased payroll and benefits of $2.2 million, partially offset by reduced legal, tax, and insurance expenses.

RENTALS AND HOME SALES

The following table reflects certain financial and other information for our Rental Program as of and for the years ended December 31, 2016 and 2015 (in thousands, except for statistical information):

	Year Ended December 31,			
Financial Information	**2016**	**2015**	**Change**	**% Change**
Rental home revenue	$ 47,780	$ 46,236	$ 1,544	3.3 %
Site rent from Rental Program [1]	61,600	61,952	(352)	(0.6)%
Rental Program revenue	109,380	108,188	1,192	1.1 %
Expenses				
Commissions	2,242	3,216	(974)	(30.3)%
Repairs and refurbishment	12,825	12,326	499	4.1 %
Taxes and insurance	5,734	5,638	96	1.7 %
Marketing and other	3,493	3,776	(283)	(7.5)%
Rental Program operating and maintenance	24,294	24,956	(662)	(2.7)%
Rental Program NOI	$ 85,086	$ 83,232	$ 1,854	2.2 %
Other Information				
Number of occupied rentals, end of period	10,733	10,685	48	0.5 %
Investment in occupied rental homes, end of period	$ 457,691	$ 448,837	$ 8,854	2.0 %
Number of sold rental homes	1,089	908	181	19.9 %
Weighted average monthly rental rate, end of period	$ 882	$ 858	$ 24	2.8 %

[1] The renter’s monthly payment includes the site rent and an amount attributable to the leasing of the home. The site rent is reflected in the Real Property Operations segment. For purposes of management analysis, the site rent is included in the Rental Program revenue to evaluate the incremental revenue gains associated with implementation of the Rental Program, and assess the overall growth and performance of Rental Program and financial impact to our operations.

The 2.2 percent growth in Rental Program NOI is primarily due to a 2.8 percent increase in weighted average monthly rental rates. Additionally, operating and maintenance expenses decreased by $0.7 million, primarily as a result of a decline in commissions of $1.0 million that was partially offset by an increase in repairs and refurbishment.

The following table reflects certain financial and statistical information for our Home Sales Program for the years ended December 31, 2016 and 2015 (in thousands, except for average selling prices and statistical information):

	Year Ended December 31,			
Financial Information	**2016**	**2015**	**Change**	**% Change**
New home sales	$ 30,977	$ 22,208	$ 8,769	39.5%
Pre-owned home sales	79,530	57,520	22,010	38.3%
Revenue from homes sales	110,507	79,728	30,779	38.6%
New home cost of sales	26,802	18,620	8,182	43.9%
Pre-owned home cost of sales	53,618	40,321	13,297	33.0%
Cost of home sales	80,420	58,941	21,479	36.4%
NOI / Gross profit	$ 30,087	$ 20,787	$ 9,300	44.7%
Gross profit – new homes	$ 4,175	$ 3,588	$ 587	16.4%
Gross margin % – new homes	13.5%	16.2%	(2.7)%	
Average selling price – new homes	$ 94,156	$ 81,346	$ 12,810	15.8%
Gross profit – pre-owned homes	$ 25,912	$ 17,199	$ 8,713	50.7%
Gross margin % – pre-owned homes	32.6%	29.9%	2.7 %	
Average selling price – pre-owned homes	$ 27,974	$ 26,027	$ 1,947	7.5%
Statistical Information				
Home sales volume:				
New home sales	329	273	56	20.5%
Pre-owned home sales	2,843	2,210	633	28.6%
Total homes sold	3,172	2,483	689	27.8%

Gross profit for new home sales increased $0.6 million, or 16.4 percent, primarily in connection with an increase in new home sales volumes of 20.5 percent, that was partially offset by higher cost of sales for new homes.

Total gross profit for pre-owned home sales increased $8.7 million, primarily due to increased sales volumes of 28.6 percent and a 17.1 percent increase in average gross profit per home sale.

OTHER INCOME STATEMENT ITEMS

The following table summarizes other income and expenses for the years ended December 31, 2016 and 2015 (amounts in thousands):

	Year Ended December 31,			
	2016	2015	Change	% Change
Ancillary revenues, net	$ 9,999	$ 7,013	$ 2,986	42.6 %
Interest income	$ 18,113	$ 15,938	$ 2,175	13.7 %
Brokerage commissions and other revenues, net	$ 3,037	$ 2,219	$ 818	36.9 %
Home selling expenses	$ 9,744	$ 7,476	$ 2,268	30.3 %
General and administrative expenses	$ 64,087	$ 47,455	$ 16,632	35.1 %
Transaction costs	$ 31,914	$ 17,803	$ 14,111	79.3 %
Catastrophic weather related charges, net	$ 1,172	$ —	$ 1,172	N/A
Depreciation and amortization	$ 221,770	$ 177,637	$ 44,133	24.8 %
Loss on extinguishment of debt	$ 1,127	$ 2,800	$ (1,673)	(59.8)%
Interest expense	$ 122,315	$ 110,878	$ 11,437	10.3 %
Other income / (expense), net	$ (4,676)	$ —	$ (4,676)	N/A
Gain on disposition of properties, net	$ —	$ 125,376	$ (125,376)	(100.0)%
Current tax expense	$ (683)	$ (158)	$ (525)	332.3 %
Deferred tax benefit / (expense)	$ 400	$ (1,000)	$ 1,400	(140.0)%
Income from affiliate transactions	$ 500	$ 7,500	$ (7,000)	(93.3)%
Preferred stock redemption costs	$ —	$ 4,328	$ (4,328)	(100.0)%

Ancillary revenues, net - increased primarily due to an increase of $3.0 million in vacation rental income at RV resorts.

Interest income - increased primarily due to an increase in interest income on notes and collateralized receivables totaling $2.1 million.

Brokerage commissions and other revenues, net - increased primarily due to a higher number of brokered homes sold in 2016 as compared to 2015.

Home selling expenses - increased $2.3 million primarily due to an increase in commissions consistent with an increase in the number of homes sold in 2016 as compared to 2015.

General and administrative expenses - increased $16.6 million primarily due to additional employee related costs as headcount increased in connection with the Company's growth through significant acquisitions and increased consulting and implementation costs for technology and efficiency related initiatives.

Transaction costs - increased primarily due to due diligence and other transaction costs in relation to our acquisitions. Refer to Note 2, "Real Estate Acquisitions and Dispositions," in our accompanying Consolidated Financial Statements for additional information.

Catastrophic weather related charges, net - in 2016 included costs of $1.2 million related to hurricanes Hermine and Matthew.

Depreciation and amortization - expenses increased $44.1 million primarily as a result of additional depreciation and amortization related to our newly acquired properties. Refer to Note 2, "Real Estate Acquisitions and Dispositions," in our accompanying Consolidated Financial Statements for additional information.

Loss on extinguishment of debt - decreased $1.7 million as compared to 2015. During 2016, we repaid collateralized term loans that were due to mature during 2017. Refer to Note 8, "Debt and Lines of Credit," in our accompanying Consolidated Financial Statements for additional information.

Interest expense - increased $11.4 million primarily due to our borrowing $338.0 million under a senior secured credit facility and entering into three mortgage loans totaling $405.0 million, both in June 2016. Refer to Note 8, “Debt and Lines of Credit,” in our accompanying Consolidated Financial Statements for additional information.

Other income / (expense), net - in 2016 includes the impact of foreign currency translation losses of $5.0 million, and contingent liability revaluation expense of $0.2 million, partially offset by a $0.5 million gain related to the acquisition of Adirondack Gateway.

Gain on disposition of properties, net - decreased $125.4 million as we recorded no gains or losses during 2016, whereas we disposed of twenty communities in 2015.

Deferred tax benefit (expense) - was favorable by $1.4 million in 2016 as compared to 2015. During 2016, we recognized a deferred tax benefit in connection with the Carefree acquisition. In 2015, we increased the valuation allowance on SHS loss carryforwards by $1.0 million.

Income from affiliate transactions - was $7.5 million in 2015 due to a distribution to us from Origen Financial, Inc. (“Origen.”) In 2016, we sold our entire interest in Origen consisting of 5,000,000 shares for proceeds of $0.5 million. The carrying value of our investment in Origen prior to the sale was zero.

Preferred stock redemption costs - were $4.3 million in 2015 as a result of a repurchase agreement with certain holders of the Company’s Series A-4 preferred stock. There were no such redemptions in 2016.

The following table reconciles Net income attributable to Sun Communities, Inc. common stockholders to FFO for the years ended December 31, 2017, 2016, and 2015 (in thousands, except per share amounts):

	Year Ended December 31,		
	2017	2016	2015
Net income attributable to Sun Communities, Inc. common stockholders	$ 65,021	$ 17,369	$ 137,325
Adjustments:			
Depreciation and amortization	262,211	221,576	178,048
Amounts attributable to noncontrolling interests	4,535	(41)	9,644
Preferred return to preferred OP units	2,320	2,462	2,612
Preferred distribution to Series A-4 Preferred Stock	2,107	—	—
Gain / (loss) on disposition of properties, net	—	—	(125,376)
Gain / (loss) on disposition of assets, net	(16,075)	(15,713)	(10,125)
FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities [1]	$ 320,119	$ 225,653	$ 192,128
Adjustments:			
Transaction costs	9,801	31,914	17,803
Other acquisition related costs [2]	2,810	3,328	—
Income from affiliate transactions	—	(500)	(7,500)
Loss on extinguishment of debt	6,019	1,127	2,800
Catastrophic weather related costs, net	8,352	1,172	—
Loss of earnings - catastrophic weather related [3]	292	—	—
Other income, net	(8,982)	4,676	—
Debt premium write-off	(1,343)	(839)	—
Deferred tax benefit / (expense)	(582)	(400)	1,000
Ground lease intangible write-off	898	—	—
Preferred stock redemption costs	—	—	4,328
Core FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities [1]	$ 337,384	$ 266,131	$ 210,559
Weighted average common shares outstanding - basic:	76,084	65,856	53,686
Add:			
Common stock issuable upon conversion of stock options	2	8	16
Restricted stock	625	457	411
Common OP units	2,756	2,844	2,803
Common stock issuable upon conversion of Series A-1 preferred OP units	869	925	988
Common stock issuable upon conversion of Series A-3 preferred OP units	75	75	75
Common stock issuable upon conversion of Series A-4 preferred OP units	585	—	—
Weighted average common shares outstanding - fully diluted	80,996	70,165	57,979
FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities per share - fully diluted	$ 3.95	$ 3.22	$ 3.31
Core FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities per share - fully diluted	$ 4.17	$ 3.79	$ 3.63

[1] The effect of certain anti-dilutive convertible securities is excluded from these items.

[2] These costs represent the first year expense incurred to bring acquired properties up to the Company's operating standards, including items such as tree trimming and painting costs that did not meet the Company's capitalization policy. These costs were included as an FFO adjustment for the year ended December 31, 2016 and 2017. Had a similar adjustment been made in 2015, FFO attributable to Sun Communities, Inc. common stockholders and dilutive convertible securities per share excluding certain items would have been $3.68 for the year ended December 31, 2015.

[3] Adjustment represents estimated loss of earnings in excess of the applicable business interruption deductible at our three Florida Keys communities that were impaired by Hurricane Irma. The Company is actively working with its insurer on the related claims, but has not yet received any advance for the expected recovery of lost earnings.

LIQUIDITY AND CAPITAL RESOURCES

Our principal liquidity demands have historically been, and are expected to continue to be, distributions to our stockholders and the unit holders of the Operating Partnership, capital improvement of properties, the purchase of new and pre-owned homes, property acquisitions, development and expansion of properties, and debt repayment.

During the year ended December 31, 2017, we acquired nine communities. Refer to Note 2, “Real Estate Acquisitions and Dispositions” in our accompanying Consolidated Financial Statements for additional information regarding our acquisitions in 2017. Subject to market conditions, we intend to continue to look for opportunities to expand our development pipeline and acquire existing communities. We finance acquisitions through available cash, secured financing, draws on our lines of credit, the assumption of existing debt on properties, and the issuance of equity securities. We will continue to evaluate acquisition opportunities that meet our criteria.

We also intend to continue to strengthen our capital and liquidity positions by focusing on our core fundamentals, which are generating positive cash flows from operations, maintaining appropriate debt levels and leverage ratios, and controlling overhead costs. We intend to meet our liquidity requirements through available cash balances, cash flows generated from operations, draws on our lines of credit, and the use of debt and equity offerings under our shelf registration statement. Refer to Note 8, “Debt and Lines of Credit” and Note 9, “Equity and Mezzanine Securities” in our accompanying Consolidated Financial Statements for additional information.

Our capital expenditures include expansion and development, lot modifications, recurring capital expenditures and rental home purchases. For the years ended December 31, 2017 and 2016, expansion and development activities of $88.3 million and $48.0 million, respectively, related to costs consisting primarily of construction of sites and other costs necessary to complete home site improvements.

For the years ended December 31, 2017 and 2016, lot modification expenditures were $18.1 million and $19.0 million, respectively. These expenditures improve asset quality in our communities and are incurred when an existing home is removed and the site is prepared for a new home (more often than not, a multi-sectional home). These activities, which are mandated by strict manufacturer’s installation requirements and state building codes, include items such as new foundations, driveways, and utility upgrades.

For the years ended December 31, 2017 and 2016, recurring capital expenditures were $14.2 million and $17.6 million, respectively, related to our continued commitment to upkeep of our properties.

We invested $17.0 million in the acquisition of homes intended for the Rental Program. Expenditures for 2018 will depend upon the condition of the markets for repossessions and new home sales, as well as rental homes. We finance new home purchases with a $12.0 million manufactured home floor plan facility. Our ability to purchase homes for sale or rent may be limited by cash received from third-party financing of our home sales, available manufactured home floor plan financing and working capital available on our lines of credit.

Our cash flow activities are summarized as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Net Cash Provided by Operating Activities	$ 261,750	$ 237,566	$ 179,463
Net Cash Used for Investing Activities	$ (401,642)	$ (1,614,512)	$ (413,184)
Net Cash Provided by Financing Activities	$ 141,557	$ 1,340,097	$ 195,348
Effect of Exchange Rate on Cash and Cash Equivalents	$ 298	$ (73)	$ —

Cash and cash equivalents increased by $1.9 million from $8.2 million as of December 31, 2016, to $10.1 million as of December 31, 2017.

<u>Operating Activities</u>

Net cash provided by operating activities increased by $23.1 million from $237.6 million for the year ended December 31, 2016 to $261.8 million for the year ended December 31, 2017.

Our net cash flows provided by operating activities from continuing operations may be adversely impacted by, among other things: (a) the market and economic conditions in our current markets generally, and specifically in metropolitan areas of our current markets; (b) lower occupancy and rental rates of our properties; (c) increased operating costs, such as wage and benefit costs, insurance premiums, real estate taxes and utilities, that cannot be passed on to our tenants; (d) decreased sales of manufactured homes; and (e) current volatility in economic conditions and the financial markets. See “Risk Factors” in Part I, Item 1A in this Annual Report on Form 10-K.

Investing Activities

Net cash used for investing activities was $401.6 million for the year ended December 31, 2017, compared to $1.6 billion for the year ended December 31, 2016.

Financing Activities

Net cash provided by financing activities was $141.6 million for the year ended December 31, 2017, compared to $1.3 billion for the year ended December 31, 2016. Refer to Note 8, “Debt and Lines of Credit” and Note 9, “Equity and Mezzanine Securities” in our accompanying Consolidated Financial Statements for additional information.

Financial Flexibility

In July 2017, we entered into a new at the market sales agreement (the “Sales Agreement”) with BMO Capital Markets Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Robert W. Baird & Co. Incorporated, Fifth Third Securities, Inc., RBC Capital Markets, LLC, BTIG, LLC, Jefferies LLC, Credit Suisse Securities (USA) LLC and Samuel A. Ramirez & Company, Inc. (each, a “Sales Agent;” collectively, the “Sales Agents”), whereby we may offer and sell shares of our common stock, having an aggregate offering price of up to $450.0 million, from time to time through the Sales Agents. The Sales Agents are entitled to compensation in an agreed amount not to exceed 2.0 percent of the gross price per share for any shares sold from time to time under the Sales Agreement. Concurrent with the entry in the Sales Agreement, we terminated our previous sales agreement which had an aggregate offering price of up to $250.0 million (the “Prior Agreement”).

In April 2017, we amended and restated our credit agreement (the “A&R Credit Agreement”) with Citibank, N.A. (“Citibank”) and certain other lenders. Under the A&R Credit Agreement, we have a senior revolving credit facility with Citibank and certain other lenders in the amount of $650.0 million, comprised of a $550.0 million revolving loan and a $100.0 million term loan (the “A&R Facility”). The A&R Credit Agreement has a four-year term ending April 25, 2021, which can be extended for two additional six-month periods at our option, subject to the satisfaction of certain conditions as defined in the credit agreement. The A&R Credit Agreement also provides for, subject to the satisfaction of certain conditions, additional commitments in an amount not to exceed $350.0 million. If additional borrowings are made pursuant to any such additional commitments, the aggregate borrowing limit under the A&R Facility may be increased up to $1.0 billion.

The A&R Facility bears interest at a floating rate based on the Eurodollar rate plus a margin that is determined based on our leverage ratio calculated in accordance with the A&R Credit Agreement, which margin can range from 1.35 percent to 2.20 percent for the revolving loan and 1.30 percent to 2.15 percent for the term loan. As of December 31, 2017, the margin on our leverage ratio was 1.35 percent and 1.30 percent on the revolving and term loans, respectively. We had $37.8 million in borrowings on the revolving loan and no borrowings on the term loan totaling $37.8 million as of December 31, 2017, with a weighted average interest rate of 2.79 percent.

The A&R Facility replaced our $450.0 million credit facility (the “Previous Facility”), which was scheduled to mature on August 19, 2019. At the time of closing of the A&R Facility, there were $220.8 million in borrowings under the Previous Facility. At December 31, 2016, under the Previous Facility, we had $42.3 million in borrowings on the revolving loan and $58.0 million in borrowings on the term loan totaling $100.3 million with a weighted average interest rate of 2.14 percent.

At December 31, 2017 and December 31, 2016, approximately $1.3 million and $4.6 million of availability was used to back standby letters of credit.

Pursuant to the terms of the A&R Facility, we are subject to various financial and other covenants. We are currently in compliance with these covenants. The most restrictive financial covenants for the A&R Facility are as follows:

Covenant	Requirement	As of 12/31/17
Maximum Leverage Ratio	< 65.0%	34.7%
Minimum Fixed Charge Coverage Ratio	> 1.40	2.62
Minimum Tangible Net Worth (in thousands)	>$2,513,492	$3,949,597
Maximum Dividend Payout Ratio	< 95.0%	63.0%

We anticipate meeting our long-term liquidity requirements, such as scheduled debt maturities, large property acquisitions, expansion and development of communities, and Operating Partnership unit redemptions through the issuance of certain debt or equity securities and/or the collateralization of our properties. At December 31, 2017, we had 160 unencumbered properties, of which 61 support the borrowing base for our $650.0 million line of credit.

From time to time, we may also issue shares of our capital stock, issue equity units in our Operating Partnership, obtain debt financing, or sell selected assets. Our ability to finance our long-term liquidity requirements in such a manner will be affected by numerous economic factors affecting the MH and RV community industry at the time, including the availability and cost of mortgage debt, our financial condition, the operating history of the properties, the state of the debt and equity markets, and the general national, regional, and local economic conditions. When it becomes necessary for us to approach the credit markets, the volatility in those markets could make borrowing more difficult to secure, more expensive, or effectively unavailable. See “Risk Factors” in Part I, Item 1A in this Annual Report on Form 10-K. If we are unable to obtain additional debt or equity financing on acceptable terms, our business, results of operations and financial condition would be adversely impacted.

Contractual Cash Obligations

Our primary long-term liquidity needs are principal payments on outstanding indebtedness. As of December 31, 2017, our outstanding contractual obligations, including interest expense, were as follows:

		Payments Due By Period (In thousands)			
Contractual Cash Obligations [1]	Total Due	<1 year	1-3 years	3-5 years	After 5 years
Collateralized term loans - FNMA	$ 1,012,316	$ 44,754	$ 149,854	$ 193,005	$ 624,703
Collateralized term loans - Life Company	1,045,529	22,948	58,363	67,983	896,235
Collateralized term loans - CMBS	411,087	8,013	15,888	188,966	198,220
Collateralized term loans - FMCC	388,790	6,035	12,783	13,883	356,089
Secured borrowings	129,182	5,541	12,620	14,370	96,651
Lines of credit	41,809	—	4,009	37,800	—
Preferred OP units - mandatorily redeemable	41,443	6,780	—	—	34,663
Total principal payments	$ 3,070,156	$ 94,071	$ 253,517	$ 516,007	$ 2,206,561
Interest expense [2]	$ 888,979	$ 129,074	$ 238,148	$ 199,640	$ 322,117
Operating leases	68,824	2,800	5,726	5,894	54,404
Capital lease obligation	4,114	16	34	36	4,028
Total contractual cash obligations	$ 4,032,073	$ 225,961	$ 497,425	$ 721,577	$ 2,587,110

(1) Contractual cash obligations in the table above exclude debt premiums, discounts and deferred financing costs, as applicable.
(2) Our contractual cash obligations related to interest expense are calculated based on the current debt levels, rates and maturities as of December 31, 2017 (including capital leases and excluding secured borrowings), and actual payments required in future periods may be different than the amounts included above. Perpetual securities include one year of interest expense in the “After 5 years” category.

As of December 31, 2017, our net debt to enterprise value approximated 28.2 percent (assuming conversion of all common OP units, Series A-1 preferred OP units, Series A-3 preferred OP units, Series A-4 preferred OP units, and Series C preferred OP units to shares of common stock). Our debt had a weighted average maturity of approximately 8.9 years and a weighted average interest rate of 4.50 percent.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our Consolidated Financial Statements are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”), which require the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses in the periods presented. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, due to inherent uncertainties in making estimates, actual results could differ from the original estimates, requiring adjustments to these balances in future periods.

The critical accounting estimates that affect the Consolidated Financial Statements and that use judgments and assumptions are listed below. In addition, the likelihood that materially different amounts could be reported under varied conditions and assumptions is discussed.

Refer to Note 1, “Significant Accounting Policies,” of our accompanying Consolidated Financial Statements for information regarding our critical accounting estimates.

Impact of New Accounting Standards

Refer to Note 17, “Recent Accounting Pronouncements,” of our accompanying Consolidated Financial Statements for information regarding new accounting pronouncements.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements with any unconsolidated entities that we believe have or are reasonably likely to have a material effect on its financial condition, results of operations, liquidity, or capital resources.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in market factors such as interest rates, foreign currency exchange rates, commodity prices, and equity prices.

Interest Rate Risk

Our principal market risk exposure is interest rate risk. We mitigate this risk by maintaining prudent amounts of leverage, minimizing capital costs, and interest expense while continuously evaluating all available debt and equity resources and following established risk management policies and procedures, which include the periodic use of derivatives. Our primary strategy in entering into derivative contracts is to minimize the variability that interest rate changes could have on our future cash flows. From time to time, we employ derivative instruments that effectively convert a portion of our variable rate debt to fixed rate debt. We do not enter into derivative instruments for speculative purposes.

We have two interest rate cap agreements with a total notional amount of $159.7 million as of December 31, 2017. The first interest rate cap agreement has a cap rate of 9.00 percent, a notional amount of $150.1 million and a termination date of April 2018. The second interest rate cap agreement has a cap rate of 11.02 percent, a notional amount of $9.6 million and a termination date of May 2023.

Our remaining variable rate debt totaled $194.7 million and $256.0 million as of December 31, 2017 and 2016, respectively, and bears interest at Prime or various LIBOR rates. If Prime or LIBOR increased or decreased by 1.0 percent, our interest expense would have increased or decreased by approximately $2.3 million and $3.0 million for the years ended December 31, 2017 and 2016, respectively, based on the $229.6 million and $299.1 million average balance outstanding under our variable rate debt facilities, respectively.

Foreign Currency Exchange Rate Risk

Foreign currency exchange rate risk is the risk that fluctuations in currencies against the U.S. dollar will negatively impact our results of operations. We are exposed to foreign currency exchange rate risk as a result of remeasurement and translation of the assets and liabilities of our Canadian properties into U.S. dollars. Fluctuations in foreign currency exchange rates can therefore create volatility in our results of operations and may adversely affect our financial condition.

At December 31, 2017 and 2016, our stockholder’s equity included $91.5 million and $79.9 million from our Canadian subsidiaries, respectively, which represented 3.4 percent of total equity in both periods. Based on our sensitivity analysis, a 10.0 percent strengthening of the U.S. dollar against the Canadian dollar would have caused a reduction of $9.2 million and $8.0 million to our total stockholder’s equity at December 31, 2017 and 2016, respectively.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Financial statements and supplementary data are filed herewith under Item 15.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Exchange Act is recorded, processed, summarized and reported within the specified time periods and accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our CEO and CFO, evaluated the effectiveness of our disclosure controls and procedures (pursuant to Rules 13a-15(e) or 15d-15(e) of the Exchange Act) at December 31, 2017. Based upon this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of December 31, 2017.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with U.S. GAAP. Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, misstatements due to error or fraud may not be prevented or detected on a timely basis.

Our management performed an assessment of the effectiveness of our internal control over financial reporting at December 31, 2017, utilizing the criteria discussed in the *"Internal Control - Integrated Framework (2013)"* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The objective of this assessment was to determine whether our internal control over financial reporting was effective at December 31, 2017. Based on management's assessment, we have concluded that our internal control over financial reporting was effective at December 31, 2017.

The effectiveness of our internal control over financial reporting has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in its report which is included herein.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting during the quarter ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

The following is a summary of additional material United States federal income tax considerations with respect to Sun Communities, Inc. This discussion is being included in this Annual Report on Form 10-K for incorporation by reference into the Company's Registration Statements on Forms S-3 (File No. 333-204911, effective June 12, 2015; File No. 333-203502, effective April 17, 2015 and File No. 333-203498, effective April 17, 2015) and on Forms S-8 (File No. 333162216, effective as of September 30, 2009 and File No. 333-205857, effective July 24, 2015), the prospectuses filed as part of such Registration Statements on Form S-3, and any applicable prospectus supplements thereto. This discussion supplements and updates the discussions contained in, or incorporated by reference into, the prospectuses filed as part of such Registration Statements on Form S-3, and any applicable prospectus supplements thereto, under the heading "Material U.S. Federal Income Tax Considerations," and supersedes such discussions to the extent inconsistent with such discussions.

ADDITIONAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The Tax Cuts and Jobs Act

On December 22, 2017, H.R. 1, informally titled the Tax Cuts and Jobs Act (the “Tax Act” or the “Act”) was signed into law. The Tax Act makes major changes to the Code, including a number of provisions of the Code that may directly or indirectly affect the taxation of REITs and their security holders. The most significant of these provisions are described below. The individual and collective impact of these changes on REITs and their security holders is uncertain, and may not become evident for some period of time. While the changes in the Tax Act generally appear to be favorable with respect to REITs, the extensive changes to non-REIT provisions in the Code may have unanticipated effects on us or our stockholders. Moreover, Congressional leaders have recognized that the process of adopting extensive tax legislation in a short amount of time without hearings and substantial time for review is likely to have led to drafting errors, issues needing clarification and unintended consequences that may or may not be revised in subsequent tax legislation. At this point, it is not clear when Congress will address these issues or when the Internal Revenue Service will be able to issue administrative guidance on the changes made in the Tax Act. Prospective investors should consult their tax advisors regarding the implications of the Tax Act on their investment.

Refer to Note 12, “Income Taxes,” of our accompanying Consolidated Financial Statements for resulting impacts of the Tax Act on the Company.

Revised Individual Tax Rates and Deductions

The Tax Act creates seven income tax brackets for individuals ranging from 10 percent to 37 percent that generally apply at higher thresholds than current law. For example, the highest 37 percent rate applies to joint return filer incomes above $600,000, instead of the highest 39.6 percent rate that applies to incomes above $470,700 under pre-Tax Act law. The maximum 20 percent rate that applies to long-term capital gains and qualified dividend income is unchanged, as is the 3.8 percent tax on net investment income.

The Act also eliminates personal exemptions, but nearly doubles the standard deduction for most individuals (e.g. the standard deduction for joint return filers rises from $12,700 in 2017 to $24,000 upon the Act’s effectiveness). The Act also eliminates many itemized deductions, limits individual deductions for state and local income, property and sales taxes (other than those paid in a trade or business) to $10,000 collectively for joint return filers (with a special provision to prevent 2017 deductions for prepayment of 2018 state or local income taxes), and limits the amount of new acquisition indebtedness on principal or second residences for which mortgage interest deductions are available to $750,000. Interest deductions on home equity debt are eliminated. Charitable deductions are generally preserved. The phaseout of itemized deductions based on income is eliminated.

The Tax Act does not eliminate the individual alternative minimum tax, but it raises the exemption and exemption phaseout threshold for application of the tax.

These individual income tax changes are generally effective beginning in 2018, but without further legislation, they will expire, or sunset, after 2025.

Pass-Through Business Income Tax Rate Lowered through Deduction

Under the Tax Act, individuals, trusts, and estates generally may deduct 20 percent of “qualified business income” (generally, domestic trade or business income other than certain investment items) of a partnership, S corporation, or sole proprietorship. In addition, “qualified REIT dividends” (*i.e.*, REIT dividends other than capital gain dividends and portions of REIT dividends designated as qualified dividend income eligible for capital gain tax rates) and certain other income items are eligible for the deduction by the taxpayer. The overall deduction is limited to 20 percent of the sum of the taxpayer’s taxable income (less net capital gain) and certain cooperative dividends, subject to further limitations based on taxable income. In addition, for taxpayers with taxable income above a certain threshold (*e.g.*, $315,000 for joint return filers), the deduction for each trade or business is generally limited to no more than the greater of: (i) 50 percent of the taxpayer’s proportionate share of total wages from a partnership, S corporation or sole proprietorship, or (ii) 25 percent of the taxpayer’s proportionate share of such total wages plus 2.5 percent of the unadjusted basis of acquired tangible depreciable property that is used to produce qualified business income and satisfies certain other requirements. The deduction for qualified REIT dividends is not subject to these wage and basis limitations. The deduction, if allowed in full, equates to a maximum 29.6 percent tax rate on domestic qualified business income of partnerships, S corporations, or sole proprietorships, and a maximum 29.6 percent tax rate on REIT dividends. As with the other individual income tax changes, the deduction provisions are effective beginning in 2018. Without further legislation, the deduction sunsets after 2025.

Net Operating Loss Modifications

Net operating loss ("NOL") provisions are modified by the Tax Act. The Act limits the NOL deduction to 80 percent of taxable income (before the deduction). It also generally eliminates NOL carrybacks for individuals and non-REIT corporations (NOL carrybacks did not apply to REITs under prior law), but allows indefinite NOL carryforwards. The new NOL rules apply beginning in 2018.

Maximum Corporate Tax Rate Lowered to 21 percent; Elimination of Corporate Alternative Minimum Tax

The Tax Act reduces the 35 percent maximum corporate income tax rate to a maximum 21 percent corporate rate, and reduces the dividends-received deduction for certain corporate subsidiaries. The Act also permanently eliminates the corporate alternative minimum tax. These provisions are effective beginning in 2018.

Limitations on Interest Deductibility; Real Property Trades or Businesses Can Elect Out Subject to Longer Asset Cost Recovery Periods

The Tax Act limits a taxpayer's net interest expense deduction to 30 percent of the sum of adjusted taxable income, business interest, and certain other amounts. Adjusted taxable income does not include items of income or expense not allocable to a trade or business, business interest or expense, the new deduction for qualified business income, NOLs, and for years prior to 2022, deductions for depreciation, amortization, or depletion. For partnerships, the interest deduction limit is applied at the partnership level, subject to certain adjustments to the partners for unused deduction limitation at the partnership level. The Act allows a real property trade or business to elect out of this interest limit so long as it uses a 40-year recovery period for nonresidential real property, a 30-year recovery period for residential rental property, and a 20-year recovery period for related improvements described below. Disallowed interest expense is carried forward indefinitely (subject to special rules for partnerships). The interest deduction limit applies beginning in 2018.

Maintains Cost Recovery Period for Buildings; Reduced Cost Recovery Periods for Tenant Improvements; Increased Expensing for Equipment

For taxpayers that do not use the Act's real property trade or business exception to the business interest deduction limits, the Act maintains the current 39-year and 27.5-year straight line recovery periods for nonresidential real property and residential rental property, respectively, and provides that tenant improvements for such taxpayers are subject to a general 15-year recovery period. Also, the Act temporarily allows 100 percent expensing of certain new or used tangible property through 2022, phasing out at 20 percent for each following year (with an election available for 50 percent expensing of such property if placed in service during the first taxable year ending after September 27, 2017). The changes apply, generally, to property acquired after September 27, 2017 and placed in service after September 27, 2017.

Like Kind Exchanges Retained for Real Property, but Eliminated for Most Personal Property

The Tax Act continues the deferral of gain from the like kind exchange of real property, but provides that foreign real property is no longer "like kind" to domestic real property. Furthermore, the Act eliminates like kind exchanges for most personal property. These changes are effective generally for exchanges completed after December 31, 2017, with a transition rule allowing such exchanges where one part of the exchange is completed prior to December 31, 2017.

Technical Terminations of Partnerships

For tax years beginning January 1, 2018, the Tax Act permanently repeals the technical termination rule for partnerships. The technical termination rule provided that a partnership (or limited liability company ("LLC") taxed as a partnership) terminated for tax purposes (and a new partnership is deemed to be created) if there was a sale or exchange of 50 percent or more of the total interest in the partnership (or LLC) capital and profits in a 12-month period.

International Provisions: Modified Territorial Tax Regime

The Act moves the United States from a worldwide to a modified territorial tax system, with provisions included to prevent corporate base erosion.

Accrual of Income

Under the Tax Act, the Company generally will be required to take certain amounts in income no later than the time such amounts are reflected on certain financial statements. The application of this rule may require the accrual of income earlier than would be the case under the general tax rules, although the precise application of this rule is unclear at this time. This rule generally will be effective for tax years beginning after December 31, 2017. To the extent that this rule requires the accrual of income earlier than under the general tax rules, it could increase our “phantom income,” which may make it more likely that we could be required to borrow funds or take other action to satisfy the REIT distribution requirements for the taxable year in which this “phantom income” is recognized.

Other Provisions

The Tax Act makes other significant changes to the Code. These changes include provisions limiting the ability to offset dividend and interest income with partnership or S corporation net active business losses. These provisions are effective beginning in 2018, but without further legislation, sunset after 2025.

ARTICLES OF RESTATEMENT

On February 20, 2018, the Company filed articles of restatement (the “Articles of Restatement”) with the Maryland Department of Assessments and Taxation consolidating its charter. The Articles of Restatement are filed herewith as Exhibit 3.1.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Pursuant to instruction 3 to paragraph (b) of Item 401 of Regulation S-K, certain information regarding our executive officers is contained in Part I of this Form 10-K. Unless provided in an amendment to this Annual Report on Form 10-K, the other information required by this Item is incorporated herein by reference to the applicable information in the proxy statement for our 2018 annual meeting (the “Proxy Statement,”) including the information set forth under the captions “Board of Directors and Corporate Governance - Incumbent Directors and Nominees,” “Management and Executive Compensation - Executive Officers,” “Section 16(a) Beneficial Ownership Reporting Compliance,” “Board of Directors and Corporate Governance - Board of Directors and Committees” and “Board of Directors and Corporate Governance - Consideration of Director Nominees.”

ITEM 11. EXECUTIVE COMPENSATION

Unless provided in an amendment to this Annual Report on Form 10-K, the information required by this Item is incorporated by reference to the applicable information in the Proxy Statement, including the information set forth under the captions “Management and Executive Compensation,” “Board of Directors and Corporate Governance - Director Compensation Table,” “Compensation Committee Interlocks and Insider Participation” and “Compensation Committee Report.” The information in the section captioned “Compensation Committee Report” in the Proxy Statement or an amendment to this Annual Report on Form 10-K is incorporated by reference herein but shall be deemed furnished, not filed, and shall not be deemed to be incorporated by reference into any filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Unless provided in an amendment to this Annual Report on Form 10-K, the information required by this Item is incorporated by reference to the applicable information in the Proxy Statement, including the information set forth under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Securities Authorized for Issuance Under Equity Compensation Plans.”

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Unless provided in an amendment to this Annual Report on Form 10-K, the information required by this Item is incorporated by reference to the Proxy Statement, including the information set forth under the captions “Certain Relationships and Related Transactions and Director Independence,” “Board of Directors and Corporate Governance - Board of Directors and Committees” and “Board of Directors and Corporate Governance - Board Leadership Structure and Independence of Non-Employee Directors.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Unless provided in an amendment to this Annual Report on Form 10-K, the information required by this Item is incorporated by reference to the Proxy Statement, including the information set forth under the caption “Ratification of Selection of Grant Thornton LLP.”

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The following documents are filed herewith as part of this Form 10-K:

1. Financial Statements

    A list of the financial statements required to be filed as a part of this Annual Report on Form 10-K is shown in the "Index to the Consolidated Financial Statements and Financial Statement Schedules" filed herewith.

2. Financial Schedule

    The financial statement schedule required to be filed as a part of this Annual Report on Form 10-K is shown in the "Index to the Consolidated Financial Statements and Financial Statement Schedules" filed herewith.

3. Exhibits

    A list of the exhibits required by Item 601 of Regulation S-K to be filed as a part of this Annual Report on Form 10-K is shown on the "Exhibit Index" filed herewith.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUN COMMUNITIES, INC.
(Registrant)

Dated: February 22, 2018

By /s/ Gary A. Shiffman
Gary A. Shiffman
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Capacity	Date
/s/ Gary A. Shiffman **Gary A. Shiffman**	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	February 22, 2018
/s/ Karen J. Dearing **Karen J. Dearing**	Executive Vice President, Chief Financial Officer, Treasurer, Secretary (Principal Financial Officer and Principal Accounting Officer)	February 22, 2018
/s/ Meghan G. Baivier **Meghan G. Baivier**	Director	February 22, 2018
/s/ Stephanie W. Bergeron **Stephanie W. Bergeron**	Director	February 22, 2018
/s/ Brian M. Hermelin **Brian M. Hermelin**	Director	February 22, 2018
/s/ Ronald A. Klein **Ronald A. Klein**	Director	February 22, 2018
/s/ Clunet R. Lewis **Clunet R. Lewis**	Director	February 22, 2018
/s/ Arthur A. Weiss **Arthur A. Weiss**	Director	February 22, 2018

EXHIBIT INDEX

Exhibit Number	Description	Method of Filing
3.1	Sun Communities, Inc. Articles of Restatement	Filed herewith
3.2	Third Amended and Restated Bylaws	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed on May 12, 2017
4.1	Rights Agreement, dated as of June 2, 2008, between Sun Communities, Inc. and Computershare Trust Company, N.A., as Rights Agent	Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A filed June 3, 2008
4.2	Registration Rights Agreement dated February 8, 2013 among Sun Communities, Inc., and the holders of Series A-3 Preferred Units that are parties thereto	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed February 12, 2013
4.3	Form of Registration Rights Agreement between Sun Communities, Inc. and Carefree Communities Intermediate Holdings, L.L.C.	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed March 22, 2016
4.4	Form of certificate evidencing common stock	Incorporated by reference to Sun Communities, Inc.'s Registration Statement on Form 8-A filed November 9, 2012
4.5	Form of certificate evidencing 6.50% Series A-4 Cumulative Convertible Preferred Stock	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed December 2, 2014
4.6	Second Amendment to Rights Agreement, dated October 4, 2017, between Sun Communities, Inc. and Computershare Trust Company, N.A., as Rights Agent	Incorporated by reference to Sun Communities, Inc.'s Current report on Form 8-K filed on October 4, 2017
10.1	Master Credit Facility Agreement, dated June 3, 2016, by and among Sun Apple Creek LLC; Sun Bell Crossing LLC; Sun Boulder Ridge LLC; Aspen-Brentwood Project, LLC; Sun Cave Creek LLC; Sun Countryside Lake Lanier LLC; Sun Cutler Estates LLC; Aspen-Grand Project, LLC; Sun Hamlin LLC; Sun Hawaiian Holly LLC; Holiday West Village Mobile Home Park, LLC; Sun Meadowbrook FL LLC; Sun Oakcrest LLC, Sun Pine Ridge LLC; Sun Scio Farms LLC; Sun Villa MHC LLC; Waverly Shores Village Mobile Home Park, LLC, as Borrowers, and Regions Bank, as Lender	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 9, 2016
10.2	Master Loan Agreement dated June 9, 2016, by and among Carefree Communities CA LLC, NHC-CA101, LLC and The Northwestern Mutual Life Insurance Company	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 9, 2016
10.3	Promissory Note dated June 9, 2016 in the original principal amount of $162.0 million executed by Carefree Communities CA LLC and NHC-CA101, LLC in favor of The Northwestern Mutual Life Insurance Company	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 9, 2016
10.4	Master Loan Agreement dated June 9, 2016, by and between Carefree Communities CA LLC and The Northwestern Mutual Life Insurance Company	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 9, 2016
10.5	Promissory Note dated June 9, 2016 in the original principal amount of $163.0 million executed by Carefree Communities CA LLC in favor of The Northwestern Mutual Life Insurance Company	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 9, 2016
10.6	Amended and Restated Mortgage and Security Agreement dated June 9, 2016, by and between SNF Property LLC and The Northwestern Mutual Life Insurance Company	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 9, 2016
10.7	Amended and Restated Promissory Note dated June 9, 2016 in the original principal amount of $80.0 million executed by SNF Property LLC in favor of The Northwestern Mutual Life Insurance Company	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 9, 2016
10.8	Lease, dated November 1, 2002, by and between the Operating Partnership as Tenant and American Center LLC as Landlord	Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, December 31, 2002, as amended
10.9	Third Lease Modification dated October 31, 2011 by and between the Operating Partnership as Tenant and American Center LLC as Landlord	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 10-K for the year ended December 31, 2011
10.10	Third Amended and Restated Agreement of Limited Partnership of Sun Communities Operating Limited Partnership, dated June 19, 2014.	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 23, 2014
10.11	Amendment No. 2 dated November 26, 2014, to the Third Amended and Restated Agreement of Limited Partnership of Sun Communities Operating Limited Partnership	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed December 2, 2014
10.12	Amendment No. 7, dated April 1, 2015, to the Third Amended and Restated Agreement of Limited Partnership of Sun Communities Operating Limited Partnership	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed April 2, 2015

10.13	Amendment No. 8, dated April 22, 2015, to the Third Amended and Restated Agreement of Limited Partnership of Sun Communities Operating Limited Partnership	Incorporated by reference to Sun Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015
10.14	First Amended and Restated 2004 Non-Employee Director Option Plan#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed July 25, 2012
10.15	Sun Communities, Inc. 2015 Equity Incentive Plan#	Incorporated by reference to Sun Communities, Inc.'s Proxy Statement dated April 29, 2015 for the Annual meeting of Stockholders held July 20, 2015
10.16	Form of Stock Option Agreement between Sun Communities, Inc. and certain directors, officers and other individuals#	Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33 69340
10.17	Form of Non-Employee Director Stock Option Agreement between Sun Communities, Inc. and certain directors#	Incorporated by reference to Sun Communities, Inc.'s Registration Statement No. 33 80972
10.18	Form of Restricted Stock Award Agreement#	Incorporated by reference to Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004
10.19	First Amendment to Restricted Stock Award Agreement between Sun Communities, Inc. and Gary A. Shiffman dated July 15, 2014#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed July 15, 2014
10.20	Employment Agreement dated June 20, 2013 among Sun Communities, Inc., Sun Communities Operating Limited Partnership and Gary A. Shiffman#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed June 24, 2013
10.21	First Amendment to Employment Agreement among Sun Communities, Inc., Sun Communities Operating Limited Partnership and Gary A. Shiffman dated July 15, 2014#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed July 15, 2014
10.22	Second Amendment to Employment Agreement among Sun Communities, Inc., Sun Communities Operating Limited Partnership and Gary A. Shiffman dated March 8, 2017#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed on March 8, 2017
10.23	Employment Agreement dated May 19, 2015 among Sun Communities, Inc., Sun Communities Operating Limited Partnership and John B. McLaren#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed May 20, 2015
10.24	First Amendment to Employment Agreement among Sun Communities, Inc. Sun Communities Operating Limited Partnership, and John B. McLaren dated March 8, 2017#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed on March 8, 2017
10.25	Employment Agreement July 16, 2015 among Sun Communities, Inc., Sun Communities Operating Limited Partnership and Karen J. Dearing#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed July 17, 2015
10.26	First Amendment Employment Agreement among Sun Communities, Inc., Sun Communities Operating Partnership, and Karen J. Dearing dated March 8, 2017#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed on March 8, 2017
10.27	Sun Communities, Inc. Executive Compensation "Clawback" Policy#	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed July 15, 2014
10.28	At the Market Offering Sales Agreement, dated July 28, 2017, among Sun Communities, Inc., Sun Communities Operating Limited Partnership, BMO Capital Markets Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Robert W. Baird & Co. Incorporated, Fifth Third Securities, Inc., RBC Capital Markets, LLC, BTIG, LLC, Jefferies LLC, Credit Suisse Securities (USA) LLC and Samuel A. Ramirez & Company, Inc.	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed on July 28, 2017.
10.29	Second Amended and Restated Credit Agreement, dated April 25, 2017 with Citibank, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and BMO Capital Markets, as Joint Lead Arrangers, and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated as Joint Bookrunners, and Bank of America, N.A. and Bank of Montreal, as Co-Syndication Agents and Fifth Third Bank, an Ohio Banking Corporation, Regions Bank and RBC Capital Markets as Co-Documentation Agents and the other lenders, PNC Bank, National Association, U.S. Bank National Association, Credit Suisse, Associated Bank, N.A. and Flagstar Bank, FSB.	Incorporated by reference to Sun Communities, Inc.'s Current Report on Form 8-K filed on April 27, 2017
21.1	List of Subsidiaries of Sun Communities, Inc.	Filed herewith
23.1	Consent of Grant Thornton LLP	Filed herewith
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith
101.1	The following Sun Communities, Inc. financial information, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2017 and 2016, (ii) Consolidated Statements of Operations for the Years Ended December 31, 2017, 2016 and 2015, (iii) Consolidated Statements of Stockholders' Equity and Comprehensive Loss for the Years Ended December 31, 2017, 2016 and 2015, (iv) Consolidated Statements of Cash Flows, for the Years Ended December 31, 2017, 2016 and 2015; (v) Notes to Consolidated Financial Statements, and (vi) Schedule III - Real Estate and Accumulated Depreciation	Filed herewith

* Certain schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K because such schedules and exhibits do not contain information which is material to an investment decision or which is not otherwise disclosed in the filed agreements. The Company will furnish the omitted schedules and exhibits to the Securities and Exchange Commission upon request by the Commission.

\# Management contract or compensatory plan or arrangement.

SUN COMMUNITIES, INC.

INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Sun Communities, Inc.

Opinion on the financial statements
We have audited the accompanying consolidated balance sheets of Sun Communities, Inc. (a Maryland corporation) and subsidiaries (the "Company") as of December 31, 2017 and 2016, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and schedule (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated February 22, 2018 expressed an unqualified opinion.

Basis for opinion
These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP
GRANT THORNTON LLP

We have served as the Company's auditor since 2003.

Southfield, Michigan
February 22, 2018

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Sun Communities, Inc.

Opinion on internal control over financial reporting
We have audited the internal control over financial reporting of Sun Communities, Inc. (a Maryland corporation) and subsidiaries (the "Company") as of December 31, 2017, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended December 31, 2017, and our report dated February 22, 2018 expressed an unqualified opinion on those financial statements.

Basis for opinion
The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and limitations of internal control over financial reporting
A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ GRANT THORNTON LLP
GRANT THORNTON LLP

Southfield, Michigan
February 22, 2018

SUN COMMUNITIES, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	As of December 31,	
	2017	**2016**
ASSETS		
Land	$ 1,107,838	$ 1,051,536
Land improvements and buildings	5,102,014	4,825,043
Rental homes and improvements	528,074	489,633
Furniture, fixtures and equipment	144,953	130,127
Investment property	6,882,879	6,496,339
Accumulated depreciation	(1,237,525)	(1,026,858)
Investment property, net (including $50,193 and $88,987 for consolidated variable interest entities at December 31, 2017 and December 31, 2016; see Note 7)	5,645,354	5,469,481
Cash and cash equivalents	10,127	8,164
Inventory of manufactured homes	30,430	21,632
Notes and other receivables, net	163,496	81,179
Collateralized receivables, net	128,246	143,870
Other assets, net (including $1,659 and $3,054 for consolidated variable interest entities at December 31, 2017 and December 31, 2016; see Note 7)	134,304	146,450
TOTAL ASSETS	$ 6,111,957	$ 5,870,776
LIABILITIES		
Mortgage loans payable (including $41,970 and $62,111 for consolidated variable interest entities at December 31, 2017 and December 31, 2016; see Note 7)	$ 2,867,356	$ 2,819,567
Secured borrowings on collateralized receivables	129,182	144,477
Preferred OP units - mandatorily redeemable	41,443	45,903
Lines of credit	41,257	100,095
Distributions payable	55,225	51,896
Other liabilities (including $1,468 and $1,998 for consolidated variable interest entities at December 31, 2017 and December 31, 2016; see Note 7)	270,741	279,667
TOTAL LIABILITIES	3,405,204	3,441,605
Commitments and contingencies		
Series A-4 preferred stock, $0.01 par value. Issued and outstanding: 1,085 shares at December 31, 2017 and 1,681 shares at December 31, 2016	32,414	50,227
Series A-4 preferred OP units	10,652	16,717
STOCKHOLDERS’ EQUITY		
Series A preferred stock, $0.01 par value. Issued and outstanding: none at December 31, 2017 and 3,400 shares at December 31, 2016	—	34
Common stock, $0.01 par value. Authorized: 180,000 shares; Issued and outstanding: 79,679 shares at December 31, 2017 and 73,206 shares at December 31, 2016	797	732
Additional paid-in capital	3,758,533	3,321,441
Accumulated other comprehensive income (loss)	1,102	(3,181)
Distributions in excess of accumulated earnings	(1,162,001)	(1,023,415)
Total Sun Communities, Inc. stockholders' equity	2,598,431	2,295,611
Noncontrolling interests:		
Common and preferred OP units	60,971	69,598
Consolidated variable interest entities	4,285	(2,982)
Total noncontrolling interest	65,256	66,616
TOTAL STOCKHOLDERS’ EQUITY	2,663,687	2,362,227
TOTAL LIABILITIES AND STOCKHOLDERS’ EQUITY	$ 6,111,957	$ 5,870,776

See accompanying Notes to Consolidated Financial Statements.

SUN COMMUNITIES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)

	Year Ended December 31,		
	2017	2016	2015
REVENUES			
Income from real property	$ 742,228	$ 620,917	$ 506,078
Revenue from home sales	127,408	110,507	79,728
Rental home revenue	50,549	47,780	46,236
Ancillary revenues	37,511	33,424	24,532
Interest	21,180	18,113	15,938
Brokerage commissions and other revenues, net	3,694	3,037	2,219
Total revenues	982,570	833,778	674,731
COSTS AND EXPENSES			
Property operating and maintenance	210,278	173,274	135,797
Real estate taxes	52,288	44,306	34,714
Cost of home sales	95,114	80,420	58,941
Rental home operating and maintenance	22,000	24,294	24,956
Ancillary expenses	27,071	23,425	17,519
Home selling expenses	12,457	9,744	7,476
General and administrative	74,711	64,087	47,455
Transaction costs	9,801	31,914	17,803
Catastrophic weather related charges, net	8,352	1,172	—
Depreciation and amortization	261,536	221,770	177,637
Loss on extinguishment of debt	6,019	1,127	2,800
Interest	127,128	119,163	107,659
Interest on mandatorily redeemable preferred OP units	3,114	3,152	3,219
Total expenses	909,869	797,848	635,976
Income before other items	72,701	35,930	38,755
Other income / (expense), net	8,982	(4,676)	—
Gain on disposition of properties, net	—	—	125,376
Current tax expense	(446)	(683)	(158)
Deferred tax benefit / (expense)	582	400	(1,000)
Income from affiliate transactions	—	500	7,500
Net income	81,819	31,471	170,473
Less: Preferred return to preferred OP units	(4,581)	(5,006)	(4,973)
Less: Amounts attributable to noncontrolling interests	(5,055)	(150)	(10,054)
Net income attributable to Sun Communities, Inc.	72,183	26,315	155,446
Less: Preferred stock distributions	(7,162)	(8,946)	(13,793)
Less: Preferred stock redemption costs	—	—	(4,328)
Net income attributable to Sun Communities, Inc. common stockholders	$ 65,021	$ 17,369	$ 137,325
Weighted average common shares outstanding:			
Basic	76,084	65,856	53,686
Diluted	76,711	66,321	53,702
Earnings per share (Refer to Note 13):			
Basic	$ 0.85	$ 0.27	$ 2.53
Diluted	$ 0.85	$ 0.26	$ 2.52

See accompanying Notes to Consolidated Financial Statements.

SUN COMMUNITIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2017	**2016**	**2015**
Net income	$ 81,819	$ 31,471	$ 170,473
Foreign currency translation gain / (loss)	4,527	(3,401)	—
Total comprehensive income	86,346	28,070	170,473
Less: Comprehensive income / (loss) attributable to noncontrolling interests	5,299	(70)	10,054
Comprehensive income attributable to Sun Communities, Inc.	$ 81,047	$ 28,140	$ 160,419

See accompanying Notes to Consolidated Financial Statements.

SUN COMMUNITIES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS’ EQUITY
(In thousands)

	7.125% Series A Cumulative Redeemable Preferred Stock	Common Stock	Additional Paid-In Capital	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive Income / (Loss)	Non-controlling Interests	Total Stockholders’ Equity
Balance as of December 31, 2014, revised	$ 34	$ 486	$ 1,741,154	$ (863,545)	$ —	$ 29,691	$ 907,820
Issuance of common stock from exercise of options, net	—	—	95	—	—	—	95
Issuance, conversion of OP units and associated costs of common stock, net	—	98	564,260	—	—	52,921	617,279
Conversion of Series A-4 preferred stock	—	—	6,900	—	—	—	6,900
Preferred stock redemption	—	—	—	(4,328)	—	—	(4,328)
Share-based compensation - amortization and forfeitures	—	—	6,905	203	—	—	7,108
Net income	—	—	—	160,418	—	9,185	169,603
Distributions	—	—	—	(156,870)	—	(11,026)	(167,896)
Balance at December 31, 2015	34	584	2,319,314	(864,122)	—	80,771	1,536,581
Issuance of common stock from exercise of options, net	—	— —	149	—	—	—	149
Issuance, conversion of OP units and associated costs of common stock, net	—	144	981,174	—	—	(2,687)	978,631
Conversion of Series A-4 preferred stock	—	—	11,503	—	—	—	11,503
Share-based compensation - amortization and forfeitures	—	4	9,301	252	—	—	9,557
Foreign currency translation loss	—	—	—	—	(3,181)	(220)	(3,401)
Net income	—	—	—	31,321	—	60	31,381
Distributions	—	—	—	(190,866)	—	(11,308)	(202,174)
Balance at December 31, 2016	34	732	3,321,441	(1,023,415)	(3,181)	66,616	2,362,227
Issuance of common stock and common OP units, net	—	63	514,024	—	—	2,001	516,088
Conversion of OP units	—	1	3,556	—	—	(3,298)	259
Redemption of Series A-4 preferred stock	—	—	(3,867)	—	—	—	(3,867)
Conversion of Series A-4 preferred stock	—	1	4,719	—	—	—	4,720
Redemption of Series A-4 OP units	—	—	(2,571)	—	—	—	(2,571)
Redemption of Series A Cumulative Convertible Preferred Stock	(34)	—	(84,966)	—	—	—	(85,000)
Share-based compensation - amortization and forfeitures	—	—	12,398	297	—	—	12,695
Acquisition of noncontrolling interests	—	—	(6,201)	—	—	6,101	(100)
Foreign currency translation gain	—	—	—	—	4,283	244	4,527
Net income	—	—	—	76,765	—	4,849	81,614
Distributions	—	—	—	(215,648)	—	(11,257)	(226,905)
Balance at December 31, 2017	$ —	$ 797	$ 3,758,533	$ (1,162,001)	$ 1,102	$ 65,256	$ 2,663,687

See accompanying Notes to Consolidated Financial Statements.

SUN COMMUNITIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2017	**2016**	**2015**
OPERATING ACTIVITIES:			
Net income	$ 81,819	$ 31,471	$ 170,473
Adjustments to reconcile net income to net cash provided by operating activities:			
Gain on disposition of assets	(9,338)	(11,224)	(5,051)
Gain on disposition of properties, net	—	—	(125,376)
Gain on acquisition of property	—	(510)	—
Unrealized foreign currency translation (gain) / loss	(6,146)	5,005	—
Contingent liability remeasurement (gain) / loss	(3,035)	181	—
Asset impairment charges	742	—	—
Share-based compensation	12,695	9,557	7,108
Depreciation and amortization	256,193	218,669	174,589
Deferred tax (benefit) expense	(582)	(400)	1,000
Amortization of below market lease	(7,402)	(6,570)	(5,073)
Amortization of debt premium	(9,548)	(10,693)	(10,483)
Amortization of deferred financing costs	2,910	2,160	1,936
Amortization of ground lease intangibles	1,914	600	—
Loss on extinguishment of debt	6,019	1,127	2,800
Income from affiliate transactions	—	(500)	(7,500)
Change in notes receivable from financed sales of inventory homes, net of repayments	(26,193)	(20,933)	(9,270)
Change in inventory, other assets and other receivables, net	(29,264)	28,118	(14,618)
Change in other liabilities	(9,034)	(7,365)	1,728
NET CASH PROVIDED BY OPERATING ACTIVITIES	261,750	238,693	182,263
INVESTING ACTIVITIES:			
Investment in properties	(288,537)	(223,429)	(208,427)
Acquisitions of properties, net of cash acquired	(120,377)	(1,487,593)	(309,274)
Payments for deposits on acquisitions	—	—	(2,260)
Proceeds from affiliate transactions	—	500	7,500
Proceeds from dispositions of assets and depreciated homes, net	8,575	4,709	6,848
Proceeds from disposition of properties	—	88,696	94,522
Issuance of notes and other receivables	(3,918)	(10,633)	(1,755)
Payment for membership interest	—	—	(2,102)
Repayments of notes and other receivables	2,615	13,238	1,764
NET CASH USED FOR INVESTING ACTIVITIES	(401,642)	(1,614,512)	(413,184)
FINANCING ACTIVITIES:			
Issuance and costs of common stock, OP units, and preferred OP units, net	487,677	750,534	310,396
Borrowings on lines of credit	661,000	580,754	421,184
Payments on lines of credit	(719,536)	(505,409)	(401,978)
Proceeds from issuance of other debt	185,153	964,252	377,041
Payments on other debt	(124,427)	(230,785)	(222,877)
Prepayment penalty on debt	(6,019)	(1,127)	(2,800)
Proceeds received from return of prepaid deferred financing costs	—	—	6,852
Redemption of Series A-4 preferred stock and OP units	(24,698)	—	(121,445)
Redemption of Series A cumulative convertible preferred stock	(85,000)	—	—
Redemption of Series B-3 preferred OP units	(4,460)	—	—
Distributions to stockholders, OP unit holders, and preferred OP unit holders	(224,483)	(193,740)	(162,491)
Preferred stock redemption costs	—	—	(4,328)
Payments for deferred financing costs	(3,650)	(25,509)	(7,006)
NET CASH PROVIDED BY FINANCING ACTIVITIES	141,557	1,338,970	192,548
Effect of exchange rate changes on cash and cash equivalents	298	(73)	—
Net change in cash and cash equivalents	1,963	(36,922)	(38,373)
Cash and cash equivalents, beginning of period	8,164	45,086	83,459
Cash and cash equivalents, end of period	$ 10,127	$ 8,164	$ 45,086

	Year Ended December 31,		
	2017	2016	2015
SUPPLEMENTAL INFORMATION:			
Cash paid for interest (net of capitalized interest of $2,755, $1,595 and $608 respectively)	$ 124,046	$ 121,480	$ 99,989
Cash paid for interest on mandatorily redeemable debt	$ 3,114	$ 3,152	$ 3,222
Cash (refunds) paid for income taxes	$ (194)	$ 452	$ 310
Noncash investing and financing activities:			
Reduction in secured borrowing balance	$ 23,449	$ 19,734	$ 26,293
Change in distributions declared and outstanding	$ 3,267	$ 9,626	$ 6,744
Conversion of common and preferred OP units	$ 3,556	$ 5,933	$ 5,491
Conversion of Series A-4 preferred stock	$ 4,720	$ 11,503	$ 6,900
Proceeds related to the disposition of properties held in escrow	$ —	$ —	$ 126,339
Settlement of membership interest	$ —	$ —	$ 2,786
Capital lease	$ 4,114	$ —	$ —
Noncash investing and financing activities at the date of acquisition:			
Acquisitions - Series A-4 preferred OP units issued	$ —	$ —	$ 1,000
Acquisitions - Series A-4 preferred stock issued	$ —	$ —	$ 175,613
Acquisitions - Common stock and OP units issued	$ 28,410	$ 225,000	$ 278,955
Acquisitions - Series C preferred OP units issued	$ —	$ —	$ 33,154
Acquisitions - debt assumed	$ 4,592	$ —	$ 380,043
Acquisitions - contingent consideration liability	$ —	$ 9,830	$ —

See accompanying Notes to Consolidated Financial Statements.

1. Significant Accounting Policies

Business

Sun Communities, Inc., a Maryland corporation, and all wholly-owned or majority-owned and controlled subsidiaries, including Sun Communities Operating Limited Partnership, a Michigan limited partnership (the “Operating Partnership”), and Sun Home Services, Inc., a Michigan corporation (“SHS”) are referred to herein as the “Company,” “us,” “we,” and “our”. We are a fully integrated, self-administered and self-managed real estate investment trust (“REIT”).

We own, operate, or have an interest in a portfolio, and develop manufactured housing (“MH”) and recreational vehicle (“RV”) communities throughout the United States (“U.S.”). As of December 31, 2017, we owned, operated or had an interest in a portfolio of 350 developed properties located in 29 states and Ontario, Canada (collectively the “Properties”), including 230 MH communities, 89 RV communities, and 31 communities containing both MH and RV sites. As of December 31, 2017, the Properties contained an aggregate of 121,892 developed sites comprised of 83,294 developed MH sites, 22,742 annual RV sites, and 15,856 transient RV sites. There are approximately 9,600 additional MH and RV sites suitable for development.

Principles of Consolidation

The accompanying Consolidated Financial Statements include our accounts and all majority-owned and controlled subsidiaries, including entities in which we have a controlling interest or have been determined to be the primary beneficiary of a variable interest entity (“VIE”). All inter-company transactions have been eliminated in consolidation. Any subsidiaries in which we have an ownership percentage equal to or greater than 50%, but less than 100%, or considered a VIE, represent subsidiaries with a noncontrolling interest. The noncontrolling interests in our subsidiaries are allocated their proportionate share of the subsidiaries’ financial results. This allocation is recorded as the noncontrolling interest in our Consolidated Financial Statements.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions related to the reported amounts included in our Consolidated Financial Statements and accompanying footnotes thereto. Actual results could differ from those estimates.

Investment Property

Investment property is recorded at cost, less accumulated depreciation. We review the carrying value of long-lived assets to be held and used for impairment quarterly or whenever events or changes in circumstances indicate a possible impairment. Our primary indicator for potential impairment is based on NOI trends period over period. Circumstances that may prompt a test of recoverability may include a significant decrease in the anticipated market price, an adverse change to the extent or manner in which an asset may be used or in its physical condition or other such events that may significantly change the value of the long-lived asset. An impairment loss is recognized when a long-lived asset’s carrying value is not recoverable and exceeds estimated fair value. We estimate the fair value of our long-lived assets based on discounted future cash flows and any potential disposition proceeds for a given asset. Forecasting cash flows requires management to make estimates and assumptions about such variables as the estimated holding period, rental rates, occupancy, development, and operating expenses during the holding period, as well as disposition proceeds. Management uses its best judgment when developing these estimates and assumptions, but the development of the projected future cash flows is based on subjective variables. Future events could occur which would cause us to conclude that impairment indicators exist, and significant adverse changes in national, regional, or local market conditions or trends may cause us to change the estimates and assumptions used in our impairment analysis. The results of an impairment analysis could be material to our financial statements.

We periodically receive offers from interested parties to purchase certain of our properties. These offers may be the result of an active program initiated by us to sell the property, or from an unsolicited offer to purchase the property. The typical sale process involves a significant negotiation and due diligence period between us and the potential purchaser. As the intent of this process is to determine if there are items that would cause the purchaser to be unwilling to purchase or we would be unwilling to sell, it is not unusual for such potential offers of sale/purchase to be withdrawn as such issues arise. We classify assets as “held for sale” when it is probable, in our opinion, that a sale transaction will be completed within one year. This typically occurs when all significant contingencies surrounding the closing have been resolved, which often corresponds with the closing date.

We allocate the purchase price of properties to net tangible and identified intangible assets acquired based on their fair values. In making estimates of fair values for purposes of allocating purchase price, we utilize an independent third-party to value the net tangible and identified intangible assets in connection with the acquisition of the respective property. We provide historical and pro forma financial information obtained about each property, as well as any other information needed in order for the third-party to ascertain the fair value of the tangible and intangible assets (including in-place leases) acquired.

On January 1, 2018, we adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2017-01, *"Business Combinations (Topic 805): Clarifying the Definition of a Business."* Upon adoption of this standard, we expect that substantially all of our future property acquisitions will be accounted for as asset acquisitions. Refer to Note 17, "Recent Accounting Pronouncements," for additional information regarding adoption of this ASU.

Capitalized Costs

We capitalize certain costs incurred in connection with the development, redevelopment, capital enhancement and leasing of our properties. Management is required to use professional judgment in determining whether such costs meet the criteria for immediate expense or capitalization. The amounts are dependent on the volume and timing of such activities and the costs associated with such activities. Maintenance, repairs and minor improvements to properties are expensed when incurred. Renovations and improvements to properties are capitalized and depreciated over their estimated useful lives and construction costs related to the development of new community or expansion sites are capitalized until the property is substantially complete. Costs incurred to initially renovate pre-owned and repossessed homes that we acquire for our Rental Program are capitalized and the majority of costs incurred to refurbish the homes at turnover and repair the homes while occupied are expensed. Certain expenditures to dealers and residents related to obtaining lessees in our communities are capitalized and amortized over a seven-year period based on the anticipated term of occupancy of a resident. Costs associated with implementing our computer systems are capitalized and amortized over the estimated useful lives of the related software and hardware. Costs incurred to obtain new debt financing are capitalized and amortized over the terms of the related loan agreement using the straight-line method (which approximates the effective interest method).

Cash and Cash Equivalents

We consider all highly liquid investments with a maturity of three months or less from the date of purchase to be cash and cash equivalents. The maximum amount of credit risk arising from cash deposits in excess of federally insured amounts was approximately $17.7 million and $10.1 million as of December 31, 2017 and 2016, respectively.

Inventory

Inventory of manufactured homes is stated at lower of specific cost or market based on the specific identification method.

Investments in Affiliates

Investments in affiliates in which we do not have a controlling direct or indirect voting interest, but can exercise significant influence over the entity with respect to its operations and major decisions, are accounted for using the equity method of accounting. The carrying value of our investment is adjusted for our proportionate share of the affiliate's net income or loss and reduced by distributions received. We review the carrying value of our investment in affiliates for other than temporary impairment whenever events or changes in circumstances indicate a possible impairment. Financial condition, operational performance, and other economic trends are some of the factors we consider when we evaluate the existence of impairment indicators. When we have a carrying value of zero for our investment, we suspend the equity method of accounting until such time that the affiliate's net income equals or exceeds the share of net losses not recognized during the time in which the equity method of accounting was suspended. Refer to Note 6, "Investment in Affiliates," for additional information.

Notes and Other Receivables

Notes receivable includes both installment loans for manufactured homes purchased by the Company as well as transferred loans that have not met the requirements for sale accounting which are presented herein as collateralized receivables. The notes are collateralized by the underlying manufactured home sold. For purposes of accounting policy, all notes receivable are considered one homogeneous segment, as the notes are typically underwritten using the same requirements and terms. Notes receivable are reported at their outstanding unpaid principal balance adjusted for an allowance for loan loss. Interest income is accrued based upon the unpaid principal balance of the loans.

Past due status of our notes receivable is determined based upon the contractual terms of the note. When a note receivable becomes 60 days delinquent, we stop accruing interest on the note receivable. The interest on nonaccrual loans is accounted for on the cash basis until qualifying for return to accrual. Loans are returned to accrual when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. The ability to collect our notes receivable is measured based on current and historical information and events. We consider numerous factors including: length of delinquency, estimated costs to lease or sell, and repossession history. Our experience supports a high recovery rate for notes receivable; however, there is some degree of uncertainty about the recoverability of our investment in these notes receivable. We are generally able to recover our recorded investment in uncollectible notes receivable by repossessing the homes on the notes retained by us and repurchasing the homes on the collateralized receivables, and subsequently selling or leasing these homes to potential residents in our communities. We have established a loan loss reserve based on our estimated unrecoverable costs associated with repossessed/repurchased homes. We estimate our unrecoverable costs to be the repurchase price of the home collateralizing the note receivable plus repair and remarketing costs in excess of the estimated selling price of the home being repossessed. A historical average of this excess cost is calculated based on prior repossessions/repurchases and is applied to our estimated annual future repossessions to create the allowance for both installment and collateralized notes receivable.

We evaluate the collectability of a loan based on our ability to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. We generally see that if the obligor is delinquent on the loan they are also delinquent on site rent. If the scheduled payment is delinquent beyond the grace period required by law or by the loan agreement, notice is given to start the collection process. A specific allowance is estimated on the past due loans based on historical delinquency data and current delinquency levels.

Credit quality is evaluated at the inception of the receivable. Factors that are considered in order to determine the credit quality of the applicant include, but are not limited to: rental payment history; home debt to income ratio; loan value to the collateralized asset; total debt to income ratio; length of employment; previous landlord references; and FICO scores.

Other receivables are generally comprised of amounts due from residents for rent and related charges, home sale proceeds receivable from sales near year end and various other miscellaneous receivables. Accounts receivable from residents are typically due within 30 days and stated at amounts due from residents net of an allowance for doubtful accounts. Accounts outstanding longer than the contractual payment terms are considered past due. We evaluate the recoverability of our receivables whenever events occur or there are changes in circumstances such that management believes it is probable that it will be unable to collect all amounts due according to the contractual terms of the loan and lease agreements. Receivables related to community rents are reserved when we believe that collection is less than probable, which is generally after a resident balance reaches 60 to 90 days past due.

Restricted Cash

Restricted cash consists of amounts held in deposit for tax, insurance and repair escrows held by lenders in accordance with certain debt agreements. At December 31, 2017 and 2016, $13.4 million and $17.1 million of restricted cash, respectively, was included as a component of Other assets, net on the Consolidated Balance Sheets.

Identified Intangible Assets

The Company amortizes identified intangible assets that are determined to have finite lives over the period the assets are expected to contribute directly or indirectly to the future cash flows of the property or business. The carrying amounts of the identified intangible assets are included in Other assets, net on our Consolidated Balance Sheets. Refer to Note 5, “Intangible Assets,” for additional information.

Deferred Taxes

We are subject to certain state taxes that are considered to be income taxes and have certain subsidiaries that are taxed as regular corporations for U.S. (i.e., federal, state, local, etc.) and non-U.S. income tax purposes. Deferred tax assets or liabilities are recognized for temporary differences between the tax basis of assets and liabilities and their carrying amounts in the financial statements and net operating loss carryforwards in certain subsidiaries, including those domiciled in foreign jurisdictions, which may be realized in future periods if the respective subsidiary generates sufficient taxable income. Deferred tax assets and liabilities are measured using currently enacted tax rates. A valuation allowance is established if, based on the available evidence, it is considered more likely than not that some portion or all of the deferred tax assets will not be realized. Refer to Note 12, “Income Taxes,” for additional information.

Deferred Financing Costs

Deferred financing costs include fees and costs incurred to obtain long-term financing. The costs are amortized over the terms of the respective loans. Unamortized deferred financing costs are written off when debt is retired before the maturity date. Upon amendment of the line of credit or refinancing of mortgage debt, unamortized deferred financing costs are accounted for in accordance with FASB Accounting Standards Codification ("ASC") 470-50-40, *"Modifications and Extinguishments."*

Share-Based Compensation

Share-based compensation cost for service vesting restricted stock awards is measured based on the closing share price of our common stock on the date of grant. Share-based compensation for restricted stock awards with performance conditions is measured based on an estimate of shares expected to vest. If it is not probable that the performance conditions will be satisfied, we do not recognize compensation expense. We measure the fair value of awards with performance conditions using the closing price of our common stock as of the grant date to calculate compensation cost. We estimate the fair value of share-based compensation for restricted stock with market conditions using a Monte Carlo simulation. We recognize compensation cost ratably over each tranche of shares based on the fair value estimated by the model.

Share-based compensation cost for stock options is estimated at the grant date based on each option's fair-value as calculated by the Binomial (lattice) option-pricing model. The Binomial (lattice) option-pricing model incorporates various assumptions including expected volatility, expected life, dividend yield, and interest rates. Refer to Note 10, "Share-Based Compensation" for additional information.

Fair Value of Financial Instruments

Our financial instruments consist of cash and cash equivalents, accounts and notes receivable, accounts payable, derivative instruments, debt and a contingent consideration liability. We utilize fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures, pursuant to FASB ASC 820, *"Fair Value Measurements and Disclosures."* Refer to Note 16, "Fair Value of Financial Instruments," for additional information regarding the estimates and assumptions used to estimate the fair value of each financial instrument class.

Revenue Recognition

Rental income attributable to site and home leases is recorded on a straight-line basis when earned from tenants. Leases entered into by tenants are generally for one year terms, but may range from month-to-month to two years and are renewable by mutual agreement from us and the resident, or in some cases, as provided by state statute. Revenue from the sale of manufactured homes is recognized upon transfer of title at the closing of the sales transaction. Interest income on notes receivable is recorded on a level yield basis over the life of the notes. We report real estate taxes collected from residents and remitted to taxing authorities in revenue. Refer to Note 17, "Recent Accounting Pronouncements," for information regarding our adoption of ASU 2014-09 "*Revenue from Contracts with Customers (Topic 606)"* and the related updates subsequently issued by the FASB on January 1, 2018.

Advertising Costs

Advertising costs are expensed as incurred. As of December 31, 2017, 2016 and 2015, we had advertising costs of $5.9 million, $4.2 million and $3.9 million, respectively.

Depreciation and Amortization

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets. Useful lives are 30 years for land improvements and buildings, 10 years for rental homes, seven to 15 years for furniture, fixtures and equipment, four to seven years for computer hardware and software, and seven to 15 years for intangible assets.

Foreign Currency

The assets and liabilities of our Canadian operations, where the functional currency is the Canadian dollar, are translated into U.S. dollars using the exchange rate in effect as of the balance sheet date. Income statement amounts are translated at the average exchange rate prevailing during the period. The resulting translation adjustments are recorded as a component of accumulated other comprehensive income (loss).

Foreign currency exchange gains and losses arising from fluctuations in currency exchange rates on transactions and the effects of remeasurement of monetary balances denominated in currencies other than the functional currency are recorded in earnings.

For the year ended December 31, 2017, we recorded a foreign currency translation gain of $5.9 million within Other income / (expense), net on our Consolidated Statements of Operations, as compared to a foreign currency translation loss of $5.0 million, for the year ended December 31, 2016. We had no foreign currency translation impact for the year ended December 31, 2015.

Derivative Instruments and Hedging Activities

We do not enter into derivative instruments for speculative purposes. We adjust our balance sheet on a quarterly basis to reflect the current fair market value of our derivatives. We use standard market conventions to determine the fair values of derivative instruments, including the quoted market prices or quotes from brokers or dealers for the same or similar instruments. All methods of assessing fair value result in a general approximation of value and such value may never actually be realized. Changes in the fair value of derivatives are recorded in earnings. As of December 31, 2017 and 2016, the fair value of our derivatives was zero. Refer to Note 15, “Derivative Instruments and Hedging Activities” for additional information.

2. Real Estate Acquisitions and Dispositions

2017 Acquisitions

In December 2017, we acquired Colony in the Wood ("Colony in the Wood"), an age-restricted MH community with 383 sites located in Port Orange, Florida.

In November 2017, we acquired Emerald Coast RV Beach Resort ("Emerald Coast"), an MH and RV community with 201 sites located in Panama City Beach, Florida.

In September 2017, we acquired three age-restricted MH communities: Lazy J Ranch ("Lazy J Ranch"), with 220 sites in Arcata, California; Ocean West ("Ocean West"), with 130 sites in McKinleyville, California; and Caliente Sands ("Caliente Sands"), with 118 sites in Cathedral City, California.

In July 2017, we acquired Pismo Dunes RV Resort ("Pismo Dunes"), an age-restricted RV community with 331 sites located in Pismo Beach, California.

In June 2017, we acquired Arbor Woods ("Arbor Woods"), a MH community with 458 sites located in Superior Township, Michigan.

In May 2017, we acquired Sunset Lakes RV Resort ("Sunset Lakes"), a RV resort with 498 sites located in Hillsdale, Illinois.

In March 2017, we acquired Far Horizons 49er Village RV Resort Inc. ("49er Village"), a RV resort with 328 sites located in Plymouth, California.

The following table summarizes the amounts of assets acquired net of liabilities assumed at the acquisition date and the consideration paid for the acquisitions completed in 2017 (in thousands):

At Acquisition Date [1]	Colony in the Wood	Emerald Coast	Lazy J Ranch	Ocean West	Caliente Sands	Pismo Dunes	Arbor Woods	Sunset Lakes	49er Village	Total
Investment in property	$ 32,478	$ 19,400	$ 13,938	$ 9,453	$ 8,640	$ 21,260	$ 15,725	$ 7,835	$ 12,890	$ 141,619
Notes receivable	—	—	—	—	—	—	23	—	—	23
Inventory of manufactured homes	—	—	2	—	21	—	465	—	—	488
In-place leases and other intangible assets	—	100	360	220	210	660	730	210	110	2,600
Total identifiable assets acquired net of liabilities assumed	$ 32,478	$ 19,500	$ 14,300	$ 9,673	$ 8,871	$ 21,920	$ 16,943	$ 8,045	$ 13,000	$ 144,730
Consideration										
Cash	$ 32,478	$ 19,500	$ 14,300	$ 5,081	$ 8,871	$ —	$ 14,943	$ 8,045	$ 13,000	$ 116,218
Equity	—	—	—	—	—	26,410	2,000	—	—	28,410
Liabilities assumed	—	—	—	4,592	—	510	—	—	—	5,102
Cash proceeds from seller	—	—	—	—	—	(5,000)	—	—	—	(5,000)
Total consideration	$ 32,478	$ 19,500	$ 14,300	$ 9,673	$ 8,871	$ 21,920	$ 16,943	$ 8,045	$ 13,000	$ 144,730

[1] The purchase price allocations in the table above are preliminary and may be adjusted as final costs and valuations are determined.

The amount of total revenues and net income included in the Consolidated Statements of Operations for the year ended December 31, 2017 related to the acquisitions completed in 2017 are set forth in the following table (in thousands):

	Year Ended December 31, 2017 (unaudited)	
Total revenues	$	8,857
Net income	$	2,248

The following unaudited pro forma financial information presents the results of our operations for the year ended December 31, 2017 and 2016, as if the properties acquired in 2017 had been acquired on January 1, 2016. The unaudited pro forma results reflect certain adjustments for items that are not expected to have a continuing impact, such as adjustments for transaction costs incurred, management fees, and purchase accounting.

The information presented below has been prepared for comparative purposes only and does not purport to be indicative of either future results of operations or the results of operations that would have actually occurred had the acquisitions been consummated on January 1, 2016 (in thousands, except per-share data):

	Year Ended December 31, (unaudited)			
	2017		2016	
Total revenues	$	992,770	$	850,376
Net income attributable to Sun Communities, Inc. common stockholders	$	68,404	$	22,720
Net income per share attributable to Sun Communities, Inc. common stockholders - basic	$	0.90	$	0.34
Net income per share attributable to Sun Communities, Inc. common stockholders - diluted	$	0.89	$	0.34

Also in 2017, we acquired Carolina Pines RV Resort, an undeveloped parcel of land ("Carolina Pines" formerly known as Bear Lake), near Myrtle Beach, South Carolina, for $5.9 million. This land parcel has been entitled and zoned to build an 841 site RV resort.

Transaction costs of $9.8 million, $31.9 million, and $17.8 million have been incurred for the years ended December 31, 2017, 2016, and 2015, respectively. These costs are presented as Transaction costs in our Consolidated Statements of Operations.

2016 Acquisitions

In June 2016, we acquired all of the issued and outstanding shares of common stock of Carefree Communities Inc. ("Carefree") through the Operating Partnership for an aggregate purchase price of $1.68 billion. Carefree owned 103 MH and RV communities, comprising over 27,000 sites.

At the closing, we issued 3,329,880 shares of common stock at $67.57 per share (or $225.0 million in common stock) to the seller and the Operating Partnership paid the balance of the purchase price in cash. Approximately $1.0 billion of the cash payment was applied simultaneously to repay debt on the properties owned by Carefree. The Operating Partnership funded the cash portion of the purchase price in part with proceeds from debt financings as described in Note 8, "Debt and Lines of Credit" and net proceeds of $385.4 million from an underwritten public offering of 6,037,500 shares of common stock at a price of $66.50 per share in March 2016.

We have allocated the "investment in property" balances for Carefree to the respective balance sheet line items upon completion of a purchase price allocation in accordance with the FASB ASC Topic 805 "*Business Combinations*," as set forth in the table below (in thousands):

At Acquisition Date		**Carefree**
Investment in property	$	1,670,981
Ground leases		33,270
In-place leases		35,010
Deferred tax liability		(23,637)
Other liabilities		(15,665)
Inventory of manufactured homes		13,521
Below market lease		(29,340)
Total identifiable assets acquired and liabilities assumed	$	1,684,140
Consideration		
Cash and equity	$	1,684,140

Additionally, during 2016, we acquired seven RV resorts and one MH community for total consideration of $89.7 million. We added 1,677 sites in six states as a result of these acquisitions.

The amount of revenue and net income included in the Consolidated Statements of Operations for the year ended December 31, 2016 related to the Carefree acquisition is set forth in the following table (in thousands):

		Year Ended December 31, 2016 (unaudited)
Carefree Acquisition		
Revenue	$	97,836
Net income	$	9,070

Dispositions

There were no property dispositions during 2017. During the fourth quarter of 2016, we terminated a ground lease arrangement in one of the communities acquired in the Carefree transaction. No gain or loss resulted from the ground lease termination.

3. Collateralized Receivables and Transfers of Financial Assets

We previously completed various transactions with an unrelated entity involving our notes receivable under which we received cash proceeds in exchange for relinquishing our right, title, and interest in certain notes receivable. We have no further obligations or rights with respect to the control, management, administration, servicing, or collection of the installment notes receivable. However, we are subject to certain recourse provisions requiring us to purchase the underlying homes collateralizing such notes, in the event of a note default and subsequent repossession of the home by the unrelated entity. The recourse provisions are considered to be a form of continuing involvement, and therefore these transferred loans did not meet the requirements for sale accounting. We continue to recognize these transferred loans on our balance sheet and refer to them as collateralized receivables. The proceeds from the transfer have been recognized as a secured borrowing.

In the event of a note default and subsequent repossession of a manufactured home by the unrelated entity, the terms of the agreement require us to repurchase the manufactured home. Default is defined as the failure to repay the installment note receivable according to contractual terms. The repurchase price is calculated as a percentage of the outstanding principal balance of the collateralized receivable, plus any outstanding late fees, accrued interest, legal fees, and escrow advances associated with the installment note receivable. The percentage used to determine the repurchase price of the outstanding principal balance on the installment note receivable is based on the number of payments made on the note. In general, the repurchase price is determined as follows:

Number of Payments	Repurchase Percentage
Fewer than or equal to 15	100%
Greater than 15 but fewer than 64	90%
Equal to or greater than 64 but fewer than 120	65%
120 or more	50%

The transferred assets have been classified as Collateralized receivables, net and the cash proceeds received from these transactions have been classified as Secured borrowings on collateralized receivables within the Consolidated Balance Sheets. The balance of the collateralized receivables was $128.2 million (net of allowance of $0.9 million) and $143.9 million (net of allowance of $0.6 million) as of December 31, 2017, and December 31, 2016, respectively. The receivables have a weighted average interest rate and maturity of 10.0 percent and 15.3 years as of December 31, 2017, and 10.0 percent and 15.7 years as of December 31, 2016.

The outstanding balance on the secured borrowing was $129.2 million and $144.5 million as of December 31, 2017, and December 31, 2016, respectively.

The collateralized receivables earn interest income, and the secured borrowings accrue interest expense at the same interest rates. The amount of interest income and expense recognized was $13.2 million, $14.0 million, and $13.2 million for the years ended December 31, 2017, 2016, and 2015, respectively.

The balances of the collateralized receivables and secured borrowings fluctuate. The balances increase as additional notes receivable are transferred and exchanged for cash proceeds. The balances are reduced as the related collateralized receivables are collected from the customers, or as the underlying collateral is repurchased. The change in the aggregate gross principal balance of the collateralized receivables is as follows (in thousands):

	Year Ended	
	December 31, 2017	December 31, 2016
Beginning balance	$ 144,477	$ 140,440
Financed sales of manufactured homes	8,153	23,771
Principal payments and payoffs from our customers	(12,186)	(11,937)
Principal reduction from repurchased homes	(11,262)	(7,797)
Total activity	(15,295)	4,037
Ending balance	$ 129,182	$ 144,477

The following table sets forth the allowance for the collateralized receivables (in thousands):

	Year Ended	
	December 31, 2017	December 31, 2016
Beginning balance	$ (607)	$ (672)
Lower of cost or market write-downs	1,024	617
Increase to reserve balance	(1,353)	(552)
Total activity	(329)	65
Ending balance	$ (936)	$ (607)

4. Notes and Other Receivables

The following table sets forth certain information regarding notes and other receivables (in thousands):

	Year Ended	
	December 31, 2017	December 31, 2016
Installment notes receivable on manufactured homes, net	$ 115,797	$ 59,320
Other receivables, net	47,699	21,859
Total notes and other receivables, net	$ 163,496	$ 81,179

Installment Notes Receivable on Manufactured Homes

The installment notes of $115.8 million (net of allowance of $0.4 million) and $59.3 million (net of allowance of $0.2 million) as of December 31, 2017 and December 31, 2016, respectively, are collateralized by manufactured homes. The notes represent financing provided to purchasers of manufactured homes primarily located in our communities and require monthly principal and interest payments. The notes have a weighted average interest rate (net of servicing costs) and maturity of 8.2 percent and 17.2 years as of December 31, 2017, and 8.3 percent and 16.0 years as of December 31, 2016.

The change in the aggregate gross principal balance of the installment notes receivable is as follows (in thousands):

	Year Ended	
	December 31, 2017	December 31, 2016
Beginning balance	$ 59,524	$ 20,610
Financed sales of manufactured homes	66,104	41,322
Acquired notes	23	3,521
Principal payments and payoffs from our customers	(6,128)	(4,363)
Principal reduction from repossessed homes	(3,349)	(1,566)
Total activity	56,650	38,914
Ending balance	$ 116,174	$ 59,524

Allowance for Losses for Installment Notes Receivable

The following table sets forth the allowance change for the installment notes receivable (in thousands):

	Year Ended	
	December 31, 2017	December 31, 2016
Beginning balance	$ (205)	$ (192)
Lower of cost or market write-downs	170	128
Increase to reserve balance	(342)	(141)
Total activity	(172)	(13)
Ending balance	$ (377)	$ (205)

Other Receivables

As of December 31, 2017, other receivables were comprised of amounts due from residents for rent, and water and sewer usage of $7.0 million (net of allowance of $1.5 million), home sale proceeds of $13.8 million, insurance receivables of $24.2 million, and rebates and other receivables of $2.7 million. As of December 31, 2016, other receivables were comprised of amounts due from residents for rent, and water and sewer usage of $6.0 million (net of allowance of $1.5 million), home sale proceeds of $11.6 million, insurance receivables of $2.3 million, rebates and other receivables of $2.0 million.

5. Intangible Assets

Our intangible assets include ground leases, in-place leases, franchise fees, and other intangible assets. These intangible assets are recorded in Other assets, net on the Consolidated Balance Sheets.

In December 2017, we acquired 25.0 percent of the land that was previously under a ground lease at one of our California communities for $4.0 million, and amended the ground lease agreement to include an option to purchase an additional 25.0 percent of the land. As a result of these transactions, we wrote off $1.1 million of the gross carrying amount of the ground lease intangible and $0.2 million of accumulated amortization. The $0.9 million net write off is included within Property operating and maintenance expense in our Consolidated Statements of Operations for the year ended December 31, 2017.

The gross carrying amounts and accumulated amortization are as follows (in thousands):

		December 31, 2017		December 31, 2016	
Intangible Asset	**Useful Life**	**Gross Carrying Amount**	**Accumulated Amortization**	**Gross Carrying Amount**	**Accumulated Amortization**
Ground leases	8-57 years	$ 32,165	$ (1,409)	$ 33,270	$ (600)
In-place leases	7 years	100,843	(45,576)	98,235	(31,796)
Franchise fees and other intangible assets	15 years	1,880	(1,451)	1,880	(1,155)
Total		$ 134,888	$ (48,436)	$ 133,385	$ (33,551)

Total amortization expenses related to our intangible assets are as follows (in thousands):

	Year Ended December 31,		
Intangible Asset	**2017**	**2016**	**2015**
Ground leases	$ 809	$ 600	$ —
In-place leases	13,812	11,559	8,299
Franchise fees and other intangible assets	301	535	516
Total	$ 14,922	$ 12,694	$ 8,815

We anticipate amortization expense for our intangible assets to be as follows for the next five years (in thousands):

	Year				
	2018	**2019**	**2020**	**2021**	**2022**
Estimated expense	$ 14,507	$ 13,591	$ 11,863	$ 11,471	$ 6,870

6. Investment in Affiliates

Origen Services

At December 31, 2017 and 2016, we had a 22.9 percent ownership interest in Origen Services, an entity that specializes in resident screening services. We have suspended equity method accounting as the carrying value of our investment is zero.

Origen Financial, Inc. ("Origen")

Through Sun OFI, LLC, a taxable REIT subsidiary, we previously owned 5,000,000 shares of common stock of Origen, which approximated an ownership interest of 19.3 percent. During 2016, we sold all 5,000,000 shares of common stock in Origen to an unrelated party for aggregate proceeds of $0.5 million. The carrying value of our investment prior to the sale was zero. During 2015, we received a distribution of $7.5 million from Origen.

7. Consolidated Variable Interest Entities

We consolidate Rudgate Village SPE, LLC; Rudgate Clinton SPE, LLC; and Rudgate Clinton Estates SPE, LLC (collectively, "Rudgate") as a variable interest entity ("VIE"). We evaluated our arrangement with this property under the guidance set forth in FASB ASC Topic 810 "*Consolidation.*" We concluded that Rudgate qualified as a VIE where we are the primary beneficiary, as we have power to direct the significant activities, absorb the significant losses and receive the significant benefits from the entity.

During 2017, we acquired the noncontrolling equity interests in Wildwood Mobile Home Park ("Wildwood") held by third parties for total consideration of $0.1 million. Prior to this acquisition, we consolidated Wildwood as a VIE. The acquisition resulted in the Company owning a 100.0 percent controlling interest in Wildwood, and was deemed a VIE reconsideration event. We concluded that Wildwood was no longer a VIE.

The following table summarizes the assets and liabilities included in our Consolidated Balance Sheets after appropriate eliminations have been made (in thousands):

	December 31, 2017	December 31, 2016
ASSETS		
Investment property, net	$ 50,193	$ 88,987
Other assets	1,659	3,054
Total Assets	$ 51,852	$ 92,041
LIABILITIES AND STOCKHOLDERS' EQUITY		
Debt	$ 41,970	$ 62,111
Other liabilities	1,468	1,998
Noncontrolling interests	4,285	(2,982)
Total Liabilities and Stockholders' Equity	$ 47,723	$ 61,127

Investment property, net and other assets related to the consolidated VIEs comprised approximately 0.8 percent and 1.6 percent of our consolidated total assets at December 31, 2017 and December 31, 2016, respectively. Debt and other liabilities comprised approximately 1.2 percent and 1.9 percent of our consolidated total liabilities at December 31, 2017 and December 31, 2016, respectively. Noncontrolling interests related to the consolidated VIEs, on an absolute basis, comprised less than 1.0 percent of our consolidated total equity at December 31, 2017 and December 31, 2016.

8. Debt and Lines of Credit

The following table sets forth certain information regarding debt (in thousands):

	Carrying Amount		Weighted Average Years to Maturity		Weighted Average Interest Rates	
	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016
Collateralized term loans - Life Companies	1,044,246	888,705	13.9	12.2	3.9%	3.9%
Collateralized term loans - FNMA	$ 1,026,014	$ 1,046,803	5.6	6.6	4.4%	4.3%
Collateralized term loans - CMBS	410,747	492,294	5.0	5.6	5.1%	5.2%
Collateralized term loans - FMCC	386,349	391,765	6.9	7.9	3.9%	3.9%
Secured borrowings	129,182	144,477	15.3	15.7	10.0%	10.0%
Lines of credit	41,257	100,095	3.1	3.6	2.8%	2.1%
Preferred OP units - mandatorily redeemable	41,443	45,903	5.0	5.4	6.7%	6.9%
Total debt	$ 3,079,238	$ 3,110,042	8.9	8.5	4.5%	4.5%

Collateralized Term Loans

In December 2017, we defeased a $38.6 million collateralized term loan with a 5.25 percent fixed interest rate that was due to mature on June 1, 2022. As a result of the transaction we recognized a loss on extinguishment of debt of $5.2 million in our Consolidated Statements of Operations. Concurrent with the defeasance, we entered into a new $100.0 million collateralized term loan, encumbered by the same property, with a 4.25 percent fixed rate of interest and 30-year term. Refer to Note 20, “Subsequent Events,” for additional information regarding collateralized term loan repayments after December 31, 2017.

In September 2017, in connection with the Ocean West acquisition, we assumed a $4.6 million collateralized term loan with Fannie Mae, with an interest rate of 4.34 percent and a remaining term of 9.8 years.

In June 2017, we entered into a $77.0 million collateralized term loan which bears interest at a rate of 4.16 percent amortizing over a 25-year term. We also repaid a $3.9 million collateralized term loan with an interest rate of 6.54 percent that was due to mature on August 31, 2017. As a result of the repayment transaction, we recognized a loss on extinguishment of debt of $0.3 million in our Consolidated Statements of Operations.

During the first quarter of 2017, we defeased an $18.9 million collateralized term loan with an interest rate of 6.49 percent that was due to mature on August 1, 2017, releasing one encumbered community. As a result of the transaction, we recognized a loss on extinguishment of debt of $0.5 million in our Consolidated Statements of Operations. In addition, we repaid a $10.0 million collateralized term loan with an interest rate of 5.57 percent that was due to mature on May 1, 2017, releasing an additional encumbered community.

During the fourth quarter of 2016, we repaid a total of $79.1 million aggregate principal amount of collateralized term loans that were due to mature during 2017, releasing 10 communities. Also in the fourth quarter of 2016, we entered into a promissory note $58.5 million that bears interest at a rate of 3.33 percent and has a seven-year term. The repayment of the note is interest only for the entire term.

In September 2016, 15 subsidiaries of the Operating Partnership entered into a promissory note for total borrowings of $139.0 million with PNC Bank, as lender (the “Freddie Mac Financing”). Five of the loans totaling $70.2 million bear interest at a rate of 3.93 percent and have ten-year terms. The remaining ten loans totaling $68.8 million bear interest at a rate of 3.75 percent and have seven-year terms. The Freddie Mac Financing provides for principal and interest payments to be amortized over 30 years.

Proceeds from the Freddie Mac Financing described above and the underwritten registered public equity offering in September 2016 described in Note 9, “Equity and Mezzanine Securities” were utilized to repay $62.1 million in mortgage loans and $300.0 million on our revolving loan under our senior revolving credit facility (refer to *Lines of Credit* below for additional information regarding the A&R Facility.)

In June 2016, 17 subsidiaries of the Operating Partnership entered into a Master Credit Facility Agreement (the “Fannie Mae Credit Agreement”) with Regions Bank, as lender. Pursuant to the Fannie Mae Credit Agreement, Regions Bank loaned a total of $338.0 million under a senior secured credit facility, comprised of two ten-year term loans in the amount of $300.0 million and $38.0 million, respectively (collectively the “Fannie Mae Financing”). The $300.0 million term loan bears interest at 3.69 percent and the $38.0 million term loan bears interest at 3.67 percent for a blended rate of 3.69 percent. The Fannie Mae Financing provides for principal and interest payments to be amortized over 30 years.

The Fannie Mae Financing is secured by mortgages encumbering 17 MH communities comprised of real and personal property owned by the borrowers. Additionally, the Company and the Operating Partnership have provided a guaranty of the non-recourse carve-out obligations of the borrowers under the Fannie Mae Financing.

Additionally, in June 2016, three subsidiaries of the Operating Partnership entered into mortgage loan documents (the “NML Loan Documents”) with The Northwestern Mutual Life Insurance Company (“NML”). Pursuant to the NML Loan Documents, NML made three portfolio loans to the subsidiary borrowers in the aggregate amount of $405.0 million. NML loaned $162.0 million under a ten-year term loan to two of the subsidiary borrowers (the “Portfolio A Loan”). The Portfolio A Loan bears interest at 3.53 percent and is secured by deeds of trust encumbering seven MH communities and one RV community. NML also loaned $163.0 million under a 12-year term loan (the “Portfolio B Loan”) to one subsidiary which is also a borrower under the Portfolio A Loan. The Portfolio B Loan bears interest at 3.71 percent and is secured by deeds of trust and a ground lease encumbering eight MH communities. NML also loaned $80.0 million under a 12-year term loan (the “Portfolio C Loan” and, collectively, with the Portfolio A Loan and the Portfolio B Loan, the “NML Financing”) to one subsidiary borrower. The Portfolio C Loan bears interest at 3.71 percent and is secured by a mortgage encumbering one RV community. The MH and RV communities noted above that secure the NML Financing were acquired as part of the Carefree transaction (Refer to Note 2, “Real Estate Acquisitions and Dispositions”).

The NML Financing is generally non-recourse, however, the borrowers under the NML Financing and the Operating Partnership are responsible for certain customary non-recourse carveouts. In addition, the NML Financing will be fully recourse to the subsidiary borrowers and the Operating Partnership if: (a) the borrowers violate the prohibition on transfer covenants set forth in the loan documents; or (b) a voluntary bankruptcy proceedings is commenced by the borrowers or an involuntary bankruptcy, liquidation, receivership or similar proceeding has commenced against the borrowers and remains undismissed for a period of 90 days.

Proceeds from the Fannie Mae Financing and NML Financing were primarily used to fund the cash portion of the Carefree acquisition (Refer to Note 2, "Real Estate Acquisitions and Dispositions").

The collateralized term loans totaling $2.9 billion as of December 31, 2017, are secured by 190 properties comprised of 75,198 sites representing approximately $3.4 billion of net book value.

Secured Borrowings

Refer to Note 3, "Collateralized Receivables and Transfers of Financial Assets," for additional information regarding our collateralized receivables and secured borrowings transactions.

Preferred OP units

Preferred OP units at December 31, 2017 and 2016 include $34.7 million of Aspen preferred OP units issued by the Operating Partnership. As of December 31, 2017, these units are convertible indirectly into 459,499 shares of our common stock. Subject to certain limitations, at any time prior to January 1, 2024, the holder of each Aspen preferred OP unit at its option may convert such Aspen preferred OP unit into: (a) if the market price of our common stock is $68.00 per share or less, 0.397 common OP units; or (b) if the market price of our common stock is greater than $68.00 per share, the number of common OP units is determined by dividing (i) the sum of (A) $27.00 plus (B) 25 percent of the amount by which the market price of our common stock exceeds $68.00 per share, by (ii) the per-share market price of our common stock. The current preferred distribution rate is 6.5 percent. On January 2, 2024, we are required to redeem all Aspen preferred OP units that have not been converted to common OP units.

Preferred OP units also include $6.7 million and $11.2 million at December 31, 2017 and 2016, respectively, of Series B-3 preferred OP units, which are not convertible. During the three months ended December 31, 2017, we redeemed 44,599 of the Series B-3 preferred OP units at an average redemption price per unit, which included accrued and unpaid distributions, of $101.143755. In the aggregate, we paid $4.5 million to redeem these units. Refer to Note 20, "Subsequent Events" for additional information regarding Series B-3 preferred OP unit redemptions after December 31, 2017.

Subject to certain limitations, (a) during the 90-day period beginning on each of the tenth through fifteenth anniversaries of the issue date of the applicable Series B-3 preferred OP units, (b) at any time after the fifteenth anniversary of the issue date of the applicable Series B-3 preferred OP units, or (c) after our receipt of notice of the death of the electing holder of a Series B-3 preferred OP unit, each holder of Series B-3 preferred OP units may require us to redeem such holder's Series B-3 preferred OP units at the redemption price of $100.00 per unit. In addition, at any time after the fifteenth anniversary of the issue date of the applicable Series B-3 preferred OP units we may redeem, at our option, all of the Series B-3 preferred OP units of any holder thereof at the redemption price of $100.00 per unit.

Lines of Credit

In April 2017, we amended and restated our credit agreement (the "A&R Credit Agreement") with Citibank, N.A. ("Citibank") and certain other lenders. Pursuant to the A&R Credit Agreement, we have a senior revolving credit facility with Citibank and certain other lenders in the amount of $650.0 million, comprised of a $550.0 million revolving loan and a $100.0 million term loan (the "A&R Facility"). The A&R Credit Agreement has a four-year term ending April 25, 2021, which can be extended for two additional six-month periods at our option, subject to the satisfaction of certain conditions as defined in the credit agreement. The A&R Credit Agreement also provides for, subject to the satisfaction of certain conditions, additional commitments in an amount not to exceed $350.0 million. If additional borrowings are made pursuant to any such additional commitments, the aggregate borrowing limit under the A&R Facility may be increased up to $1.0 billion.

The A&R Facility bears interest at a floating rate based on the Eurodollar rate plus a margin that is determined based on our leverage ratio calculated in accordance with the A&R Credit Agreement, which margin can range from 1.35 percent to 2.20 percent for the revolving loan and 1.30 percent to 2.15 percent for the term loan. As of December 31, 2017, the margin on our leverage ratio was 1.35 percent and 1.30 percent on the revolving and term loans, respectively. We had $37.8 million in borrowings on the revolving loan and no borrowings on the term loan totaling $37.8 million as of December 31, 2017, with a weighted average interest rate of 2.79 percent.

The A&R Facility replaced our $450.0 million credit facility (the "Previous Facility"), which was scheduled to mature on August 19, 2019. At the time of the closing of the A&R Facility, there were $220.8 million in borrowings under the Previous Facility. At December 31, 2016, under the Previous Facility, we had $42.3 million in borrowings on the revolving loan and $58.0 million in borrowings on the term loan totaling $100.3 million with a weighted average interest rate of 2.14 percent.

The A&R Facility provides, and the Previous Facility provided, us with the ability to issue letters of credit. Our issuance of letters of credit does not increase our borrowings outstanding under our line of credit, but does reduce the borrowing amount available. At December 31, 2017 and December 31, 2016, $1.3 million and $4.6 million, respectively, of availability was used to back standby letters of credit.

We have a $12.0 million manufactured home floor plan facility renewable indefinitely until our lender provides us at least a twelve month notice of their intent to terminate the agreement. The interest rate is 100 basis points over the greater of the prime rate as quoted in the *Wall Street Journal* on the first business day of each month or 6.0 percent. At December 31, 2017, the effective interest rate was 7.0 percent. The outstanding balance was $4.0 million and $2.8 million as of December 31, 2017 and December 31, 2016, respectively.

Covenants

Pursuant to the terms of the A&R Facility, we are subject to various financial and other covenants. The most restrictive of our debt agreements place limitations on secured borrowings and contain minimum fixed charge coverage, leverage, distribution, and net worth requirements. At December 31, 2017, we were in compliance with all covenants.

In addition, certain of our subsidiary borrowers own properties that secure loans. These subsidiaries are consolidated within our accompanying Consolidated Financial Statements, however, each of these subsidiaries' assets and credit are not available to satisfy the debts and other obligations of the Company, any of its other subsidiaries or any other person or entity.

Long-term Debt Maturities

As of December 31, 2017, the total of maturities and amortization of our debt (excluding premiums and discounts) and lines of credit during the next five years were as follows (in thousands):

	Maturities and Amortization By Year						
	Total Due	2018	2019	2020	2021	2022	Thereafter
Mortgage loans payable:							
Maturities	$ 2,183,609	$ 26,186	$ 64,314	$ 58,078	$ 270,680	$ 82,544	$ 1,681,807
Principal amortization	674,113	55,564	56,904	57,593	56,612	54,001	393,439
Secured borrowings	129,182	5,541	6,036	6,583	7,069	7,302	96,651
Lines of credit	41,809	—	4,009	—	37,800	—	—
Preferred OP units - mandatorily redeemable	41,443	6,780	—	—	—	—	34,663
Total	$ 3,070,156	$ 94,071	$ 131,263	$ 122,254	$ 372,161	$ 143,847	$ 2,206,560

9. Equity and Mezzanine Securities

Public Equity Offerings

In May 2017, we closed an underwritten registered public offering of 4,830,000 shares of common stock at a price of $86.00 per share. Proceeds from the offering were $408.9 million after deducting expenses related to the offering, which were used to repay borrowings outstanding under the revolving loan under our A&R Facility, to fund acquisitions and for working capital and general corporate purposes.

In September 2016, we closed an underwritten registered public offering of 3,737,500 shares of common stock at a net price of $75.89 per share. Proceeds from the offering were approximately $283.6 million after deducting expenses related to the offering, which were used to repay borrowings outstanding under the revolving loan under our Previous Facility.

In June 2016, at the closing of the Carefree acquisition, we issued the seller 3,329,880 shares of our common stock at an issuance price of $67.57 per share or $225.0 million in common stock. Refer to Note 2, “Real Estate Acquisitions and Dispositions.”

In March 2016, we closed an underwritten registered public offering of 6,037,500 shares of common stock at a price of $66.50 per share. Net proceeds from the offering were approximately $385.4 million after deducting discounts and expenses related to the offering, which we used to fund a portion of the purchase price for the acquisition of Carefree Communities.

At the Market Offering Sales Agreement

In July 2017, we entered into a new at the market offering sales agreement (the “Sales Agreement”) with BMO Capital Markets Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Robert W. Baird & Co. Incorporated, Fifth Third Securities, Inc., RBC Capital Markets, LLC, BTIG, LLC, Jefferies LLC, Credit Suisse Securities (USA) LLC and Samuel A. Ramirez & Company, Inc. (each, a “Sales Agent;” collectively, the “Sales Agents”), whereby we may offer and sell shares of our common stock, having an aggregate offering price of up to $450.0 million, from time to time through the Sales Agents. The Sales Agents are entitled to compensation in an agreed amount not to exceed 2.0 percent of the gross price per share for any shares sold from time to time under the Sales Agreement.

Concurrent with the entry into the Sales Agreement, we terminated our previous sales agreement dated June 17, 2015, with BMO Capital Markets Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., (the “Prior Agreement”). The Prior Agreement had an aggregate offering price of up to $250.0 million. We did not incur any penalties in connection with termination of the Prior Agreement.

Issuances of common stock under the Sales Agreement during 2017 were as follows:

Quarter Ended	Common Stock Issued	Weighted Average Sales Price	Net Proceeds (in Millions)
December 31, 2017	321,800	$ 93.33	$ 29.7

Issuances of common stock under the Prior Agreement during 2017 and 2016 were as follows:

Quarter Ended	Common Stock Issued	Weighted Average Sales Price	Net Proceeds (in Millions)
June 30, 2017	400,000	$ 85.01	$ 33.6
March 31, 2017	280,502	$ 76.47	$ 21.2
December 31, 2016	19,498	$ 75.90	$ 1.5
September 30, 2016	620,828	$ 76.81	$ 47.1
June 30, 2016	485,000	$ 71.86	$ 34.4

Issuances of Common Stock and Common OP Units

In July 2017, we issued 298,900 shares of common stock totaling $26.4 million in connection with the acquisition of Pismo Dunes.

In June 2017, we issued a total of 23,311 common OP units for total consideration of $2.0 million in connection with acquisition activity during the three months ended June 30, 2017.

Conversions

Subject to certain limitations, holders can convert certain series of stock and OP units to shares of our common stock at any time. Below is the activity of conversions during 2017 and 2016:

		Year Ended December 31, 2017		Year Ended December 31, 2016	
Series	Conversion Rate	Units/Shares	Common Stock	Units/Shares	Common Stock
Common OP unit	1	36,055	36,055	104,106	104,106
Series A-1 preferred OP unit	2.439	21,919	53,456	20,691	50,458
Series A-4 preferred OP unit	0.4444	10,000	4,440	120,906	53,733
Series A-4 preferred stock	0.4444	158,036	70,238	385,242	171,218
Series C preferred OP unit	1.11	16,806	18,651	7,043	7,815

Dividends

Dividend distributions declared for the quarter ended December 31, 2017 are as follows:

Dividend	Record Date	Payment Date	Distribution per Share	Total Distribution
Common Stock, Common OP units and Restricted Stock	12/29/2017	1/16/2018	$ 0.67	$ 55,225
Series A-4 Cumulative Convertible Preferred Stock	12/21/2017	1/2/2018	$ 0.40625	$ 441

Redemptions

If certain change of control transactions occur or if our common stock ceases to be listed or quoted on an exchange or quotation system, then at any time after November 26, 2019, we or the holders of shares of Series A-4 preferred stock and Series A-4 preferred OP units may cause all or any of those shares or units to be redeemed for cash at a redemption price equal to the sum of (i) the greater of (x) the amount that the redeemed shares of Series A-4 preferred stock and Series A-4 preferred OP units would have received in such transaction if they had been converted into shares of our common stock immediately prior to such transaction, or (y) $25.00 per share, plus (ii) any accrued and unpaid distributions thereon to, but not including, the redemption date.

In November 2017, we redeemed all of the outstanding shares of our 7.125% Series A Cumulative Redeemable Preferred Stock. Holders received a cash payment of $25.14349 per share which included accrued and unpaid dividends. In the aggregate, the Company paid $85.5 million to redeem all of the 3,400,000 outstanding shares.

In June 2017, we redeemed 438,448 shares of Series A-4 preferred stock and 200,000 shares of Series A-4 preferred OP units from certain of the Green Courte entities for total consideration of $24.7 million. Accrued dividends totaling $0.2 million were also paid in connection with the redemptions. The Green Courte entities were the sellers of the American Land Lease portfolio which we acquired in 2014 and 2015.

Repurchase Program

In November 2004, our Board of Directors authorized us to repurchase up to 1,000,000 shares of our common stock. We have 400,000 common shares remaining in the repurchase program. No common shares were repurchased during 2017 or 2016. There is no expiration date specified for the repurchase program.

10. Share-Based Compensation

As of December 31, 2017, we have two share-based compensation plans; the Sun Communities, Inc. 2015 Equity Incentive Plan (“2015 Equity Incentive Plan”) and the First Amended and Restated 2004 Non-Employee Director Option Plan (“2004 Non-Employee Director Option Plan”). We believe granting equity awards will provide certain executives, key employees and directors additional incentives to promote our financial success, and promote employee and director retention by providing an opportunity to acquire or increase the direct proprietary interest of those individuals in our operations and future.

Restricted Stock

The majority of our share-based compensation is awarded as service vesting restricted stock grants to executives and key employees. We have also awarded restricted stock to our non-employee directors. We measure the fair value associated with these awards using the closing price of our common stock as of the grant date to calculate compensation cost. Employee awards typically vest over several years and are subject to continued employment by the employee. Award recipients receive distribution payments on unvested shares of restricted stock.

2015 Equity Incentive Plan

At the Annual Meeting of Stockholders held on July 20, 2015, the stockholders approved the 2015 Equity Plan. The 2015 Equity Plan had been adopted by the Board and was effective upon approval by our stockholders. The maximum number of shares of common stock that may be issued under the 2015 Equity Plan is 1,750,000 shares of our common stock, with 1,344,769 shares remaining for future issuance.

2004 Non-Employee Director Option Plan

The director plan was approved by our stockholders at the Annual Meeting of Stockholders held on July 19, 2012. The director plan amended and restated in its entirety our 2004 Non-Employee Director Stock Option Plan.

The types of awards that may be granted under the director plan are options, restricted stock and OP units. Only non-employee directors are eligible to participate in the director plan. The maximum number of options, restricted stock and OP units that may be issued under the Director Plan is 175,000 shares, with 26,754 shares remaining for future issuance.

During the year ended December 31, 2017, shares were granted as follows:

Award	Type	Plan	Shares Granted	Grant Date Fair Value Per Share		Vesting Type	Vesting Anniversary	Percentage
2017	Key Employees	2015 Equity Incentive Plan	2,500	$ 84.18	(1)	Time Based	2nd	35.0%
							3rd	35.0%
							4th	20.0%
							5th	5.0%
							6th	5.0%
2017	Executive Officers	2015 Equity Incentive Plan	100,000	$ 79.30	(2)	Time Based	3rd	20.0%
							4th	30.0%
							5th	35.0%
							6th	10.0%
							7th	5.0%
2017	Executive Officers	2015 Equity Incentive Plan	100,000	$ 79.30	(2)	Market & Performance Conditions	Multiple tranches through March 2022	
2017	Directors	2004 Non-Employee Director Option Plan	16,900	$ 79.64	(1)	Time Based	3rd	100.0%

(1) Grant date fair value is measured based on the closing price of our common stock on the date(s) shares are issued.
(2) Share-based compensation for restricted stock awards with performance conditions is measured based on an estimate of shares expected to vest. We estimate the fair value of share-based compensation for restricted stock with market conditions using a Monte Carlo simulation.

During the year ended December 31, 2016, shares were granted as follows:

Award	Type	Plan	Shares Granted	Grant Date Fair Value Per Share	Vesting Type	Vesting Anniversary	Percentage
2016	Executive Officers	2015 Equity Incentive Plan	65,000	$ 69.25 (2)	Time Based	3rd	20.0%
						4th	30.0%
						5th	35.0%
						6th	10.0%
						7th	5.0%
2016	Executive Officers	2015 Equity Incentive Plan	65,000	$ 69.25 (2)	Market & Performance Conditions	Multiple tranches through March 2022	
2016	Directors	2004 Non-Employee Director Option Plan	16,800	$ 69.45 (1)	Time Based	3rd	100.0%
2016	Key Employees	2015 Equity Incentive Plan	81,000	$ 69.70 (1)	Time Based	3rd	35.0%
						4th	35.0%
						5th	20.0%
						6th	5.0%
						7th	5.0%

(1) Grant date fair value is measured based on the closing price of our common stock on the date(s) shares are issued.
(2) Share-based compensation for restricted stock awards with performance conditions is measured based on an estimate of shares expected to vest. We estimate the fair value of share-based compensation for restricted stock with market conditions using a Monte Carlo simulation.

The following table summarizes our restricted stock activity for the years ended December 31, 2017, 2016, and 2015:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested restricted shares at January 1, 2015	688,743	$ 43.87
Granted	216,800	$ 64.32
Vested	(85,021)	$ 31.89
Forfeited	(7,262)	$ 45.94
Unvested restricted shares at December 31, 2015	813,260	$ 50.59
Granted	227,800	$ 69.43
Vested	(165,631)	$ 45.90
Forfeited	(33,795)	$ 56.49
Unvested restricted shares at December 31, 2016	841,634	$ 56.38
Granted	219,400	$ 79.38
Vested	(196,412)	$ 47.60
Forfeited	(4,769)	$ 56.43
Unvested restricted shares at December 31, 2017	859,853	$ 64.25

Total compensation cost recognized for restricted stock was $12.7 million, $9.6 million, and $7.1 million for the years ended December 31, 2017, 2016, and 2015, respectively. The total fair value of shares vested was $9.3 million, $7.6 million, and $2.7 million for the years ended December 31, 2017, 2016 and 2015, respectively. The remaining net compensation cost related to our unvested restricted shares outstanding as of December 31, 2017 is approximately $35.4 million. That expense is expected to be recognized $11.1 million in 2018, $8.8 million in 2019, $7.7 million in 2020 and $7.8 million thereafter.

Options

During 2017, 1,500 non-employee director options with an intrinsic value of $0.1 million were exercised at a weighted average price of $29.91. At December 31, 2017, 3,000 fully vested non-employee director options remained outstanding with an intrinsic value of $0.2 million. These options had a weighted average exercise price of $33.45 and a weighted average contractual term of 3.1 years. No options have been granted, and there has been no compensation expense associated with non-vested stock option awards for the years ended December 31, 2017, 2016, or 2015.

11. Segment Reporting

We group our operating segments into reportable segments that provide similar products and services. Each operating segment has discrete financial information evaluated regularly by our chief operating decision maker in evaluating and assessing performance. We have two reportable segments: (i) Real Property Operations and (ii) Home Sales and Rentals. The Real Property Operations segment owns, operates, has an interest in a portfolio, and develops MH communities and RV communities and is in the business of acquiring, operating, and expanding MH and RV communities. The Home Sales and Rentals segment offers manufactured home sales and leasing services to tenants and prospective tenants of our communities.

Transactions between our segments are eliminated in consolidation. Transient RV revenue is included in the Real Property Operations segment revenues and is approximately $78.0 million for the year ended December 31, 2017. In 2017, transient RV revenue was recognized 27.2 percent in the first quarter, 20.1 percent in the second quarter, 36.9 percent in the third quarter, and 15.8 percent in the fourth quarter.

A presentation of our segment financial information is summarized as follows (amounts in thousands):

	Year Ended December 31, 2017		
	Real Property Operations	Home Sales and Home Rentals	Consolidated
Revenues	$ 779,739	$ 177,957	$ 957,696
Operating expenses / Cost of sales	289,637	117,114	406,751
Net operating income / Gross profit	490,102	60,843	550,945
Adjustments to arrive at net income / (loss):			
Interest and other revenues, net	24,875	(1)	24,874
Home selling expense	—	(12,457)	(12,457)
General and administrative	(64,735)	(9,976)	(74,711)
Transaction costs	(9,812)	11	(9,801)
Catastrophic weather related charges, net	(7,856)	(496)	(8,352)
Depreciation and amortization	(199,960)	(61,576)	(261,536)
Loss on extinguishment of debt	(6,019)	—	(6,019)
Interest	(127,113)	(15)	(127,128)
Interest on mandatorily redeemable preferred OP units	(3,114)	—	(3,114)
Other income / (expense), net	8,983	(1)	8,982
Current tax expense	(62)	(384)	(446)
Deferred tax benefit	582	—	582
Net income / (loss)	105,871	(24,052)	81,819
Less: Preferred return to preferred OP units	4,581	—	4,581
Less: Amounts attributable to noncontrolling interests	6,339	(1,284)	5,055
Net income / (loss) attributable to Sun Communities, Inc.	94,951	(22,768)	72,183
Less: Preferred stock distributions	7,162	—	7,162
Net income / (loss) attributable to Sun Communities, Inc. common stockholders	$ 87,789	$ (22,768)	$ 65,021

	Year Ended December 31, 2016		
	Real Property Operations	Home Sales and Home Rentals	Consolidated
Revenues	$ 654,341	$ 158,287	$ 812,628
Operating expenses / Cost of sales	241,005	104,714	345,719
Net operating income / Gross profit	413,336	53,573	466,909
Adjustments to arrive at net income / (loss):			
Interest and other revenues, net	21,150	—	21,150
Home selling expenses	—	(9,744)	(9,744)
General and administrative	(55,481)	(8,606)	(64,087)
Transaction costs	(31,863)	(51)	(31,914)
Catastrophic weather related charges, net	(1,147)	(25)	(1,172)
Depreciation and amortization	(166,296)	(55,474)	(221,770)
Loss on extinguishment of debt	(1,127)	—	(1,127)
Interest	(119,150)	(13)	(119,163)
Interest on mandatorily redeemable preferred OP units	(3,152)	—	(3,152)
Other expenses, net	(4,675)	(1)	(4,676)
Current tax expense	(471)	(212)	(683)
Deferred tax benefit	400	—	400
Income from affiliate transactions	500	—	500
Net income / (loss)	52,024	(20,553)	31,471
Less: Preferred return to preferred OP units	5,006	—	5,006
Less: Amounts attributable to noncontrolling interests	1,478	(1,328)	150
Net income / (loss) attributable to Sun Communities, Inc.	45,540	(19,225)	26,315
Less: Preferred stock distributions	8,946	—	8,946
Net income / (loss) attributable to Sun Communities, Inc. common stockholders	$ 36,594	$ (19,225)	$ 17,369

	Year Ended December 31, 2015		
	Real Property Operations	Home Sales and Home Rentals	Consolidated
Revenues	$ 530,610	$ 125,964	$ 656,574
Operating expenses / Cost of sales	188,030	83,897	271,927
Net operating income / Gross profit	342,580	42,067	384,647
Adjustments to arrive at net income / (loss):			
Interest and other revenues, net	18,119	38	18,157
Home selling expenses	—	(7,476)	(7,476)
General and administrative	(40,235)	(7,220)	(47,455)
Transaction costs	(17,802)	(1)	(17,803)
Depreciation and amortization	(125,297)	(52,340)	(177,637)
Loss on extinguishment of debt	(2,800)	—	(2,800)
Interest	(107,647)	(12)	(107,659)
Interest on mandatorily redeemable preferred OP units	(3,219)	—	(3,219)
Gain on disposition of properties	106,613	18,763	125,376
Current tax expense	(56)	(102)	(158)
Deferred tax expense	—	(1,000)	(1,000)
Income from affiliate transactions	7,500	—	7,500
Net income / (loss)	177,756	(7,283)	170,473
Less: Preferred return to preferred OP units	4,973	—	4,973
Less: Amounts attributable to noncontrolling interests	10,622	(568)	10,054
Net income / (loss) attributable to Sun Communities, Inc.	162,161	(6,715)	155,446
Less: Preferred stock distributions	13,793	—	13,793
Less: Preferred stock redemption costs	4,328	—	4,328
Net income / (loss) attributable to Sun Communities, Inc. common stockholders	$ 144,040	$ (6,715)	$ 137,325

	December 31, 2017			December 31, 2016		
	Real Property Operations	Home Sales and Home Rentals	Consolidated	Real Property Operations	Home Sales and Home Rentals	Consolidated
Identifiable assets:						
Investment property, net	$ 5,172,521	$ 472,833	$ 5,645,354	$ 5,019,165	$ 450,316	$ 5,469,481
Cash and cash equivalents	(7,649)	17,776	10,127	3,705	4,459	8,164
Inventory of manufactured homes	—	30,430	30,430	—	21,632	21,632
Notes and other receivables, net	149,798	13,698	163,496	68,901	12,278	81,179
Collateralized receivables, net	128,246	—	128,246	143,870	—	143,870
Other assets, net	130,455	3,849	134,304	143,650	2,800	146,450
Total assets	$ 5,573,371	$ 538,586	$ 6,111,957	$ 5,379,291	$ 491,485	$ 5,870,776

12. Income Taxes

We have elected to be taxed as a REIT pursuant to Section 856(c) of the Internal Revenue Code of 1986, as amended ("Code"). In order for us to qualify as a REIT, at least 95.0 percent of our gross income in any year must be derived from qualifying sources. In addition, a REIT must distribute annually at least 90.0 percent of its REIT taxable income (calculated without any deduction for dividends paid and excluding capital gain) to its stockholders and meet other tests.

Qualification as a REIT involves the satisfaction of numerous requirements (on an annual and quarterly basis) established under highly technical and complex Code provisions for which there are limited judicial or administrative interpretations, and involves the determination of various factual matters and circumstances not entirely within our control. In addition, frequent changes occur in the area of REIT taxation, which requires us continually to monitor our tax status. We analyzed the various REIT tests and confirmed that we continued to qualify as a REIT for the year ended December 31, 2017.

As a REIT, we generally will not be subject to U.S. federal income taxes at the corporate level on the ordinary taxable income we distribute to our stockholders as dividends. If we fail to qualify as a REIT in any taxable year, our taxable income could be subject to U.S. federal income tax at regular corporate rates (including any applicable alternative minimum tax). Even if we qualify as a REIT, we may be subject to certain state and local income taxes as well as U.S. federal income and excise taxes on our undistributed income. In addition, taxable income from non-REIT activities managed through taxable REIT subsidiaries ("TRSs") is subject to federal, state and local income taxes. The Company is also subject to income taxes in Canada as a result of the acquisition of Carefree in 2016. We do not provide for withholding taxes on our undistributed earnings from our Canadian subsidiaries as they are reinvested and will continue to be reinvested indefinitely outside the United States.

For income tax purposes, distributions paid to common stockholders consist of ordinary income, capital gains, and return of capital. For the years ended December 31, 2017, 2016, and 2015, distributions paid per share were taxable as follows (unaudited / rounded):

	Years Ended December 31,					
	2017		2016		2015	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
Ordinary income	$ 0.83	31.2%	$ 0.81	31.2%	$ 1.08	41.7%
Capital gain	—	—%	0.51	19.6%	0.78	30.1%
Return of capital	1.83	68.8%	1.28	49.2%	0.74	28.2%
Total distributions declared	$ 2.66	100.0%	$ 2.60	100.0%	$ 2.60	100.0%

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (the "Tax Act") was signed into law. Under the Tax Act, the corporate income tax rate is reduced from a maximum marginal rate of 35.0 percent to a flat 21.0 percent. In accordance with ASC 740, "*Accounting for Income Taxes,*" entities are required to recognize the effect of tax law changes in the period of enactment even though the effective date of most provisions of the Tax Act was January 1, 2018. Although the Staff Accounting Bulletin ("SAB") No. 118, "*Income Tax Accounting Implications of the Tax Cuts and Jobs Act,*" allows entities to record provisional amounts during a measurement period, it is our view that we have obtained the necessary information available to prepare and analyze (including computations) in reasonable detail the accounting for the change in tax law as noted below.

The components of our (benefit) / provision for income taxes attributable to continuing operations for the year ended December 31, 2017 and 2016 are as follows (amounts in thousands):

	Year Ended December 31, 2017	Year Ended December 31, 2016
Federal		
Current	$ (181)	$ 187
State and Local		
Current	675	438
Deferred	(11)	—
Foreign		
Current	(48)	58
Deferred	(571)	(400)
Total (Benefit) / Provision	$ (136)	$ 283

A reconciliation of the (benefit) / provision for income taxes with the amount computed by applying the statutory federal income tax rate to income before provision for income taxes for the year ended December 31, 2017 and 2016 is as follows (amounts in thousands):

	Year Ended December 31, 2017		Year Ended December 31, 2016	
Pre-tax loss attributable to taxable subsidiaries	$ (17,404)		$ (11,157)	
Federal provision / (benefit) at statutory tax rate (34%)	(5,918)	34.0 %	(3,794)	34.0 %
State and local taxes, net of federal benefit	(3)	— %	(183)	1.6 %
Alternative minimum tax	—	— %	93	(0.8)%
Rate differential	318	(1.8)%	104	(0.9)%
Change in valuation allowance	(21,322)	122.5 %	4,021	(36.0)%
Change in deferred tax asset	25,885	(148.7)%	—	— %
Others	360	(2.1)%	(225)	2.0 %
Tax (benefit) / provision - taxable subsidiaries	(680)	3.9 %	16	(0.1)%
Other state taxes - flow through subsidiaries	544		267	
Total (benefit) / provision	$ (136)		$ 283	

Our deferred tax assets and liabilities reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting purposes and the bases of such assets and liabilities as measured by tax laws. Deferred tax assets are reduced, if necessary, by a valuation allowance to the amount where realization is more likely than not assured after considering all available evidence. Our temporary differences primarily relate to net operating loss carryforwards, and with respect to our Canadian investments, depreciation and basis differences between tax and U.S. GAAP.

At December 31, 2017, we re-measured the deferred tax assets and liabilities of our U.S. TRSs to reflect the effect of the enacted change in the tax rate under the Tax Act. We have also considered the new tax rate in assessing the need for and change to our existing valuation allowance and adjusted accordingly. Since we have recorded a full valuation allowance against substantially all of our deferred tax assets related to the U.S. TRSs, no material impact on the net deferred tax asset and the provision for income taxes was noted.

The deferred tax assets and liabilities included in the consolidated balance sheets are comprised of the following tax effects of temporary differences and based on the Tax Act (amounts in thousands):

	As of December 31,	
	2017	2016
Deferred Tax Assets		
Net operating loss carryforwards	$ 19,739	$ 30,821
Real estate assets	23,523	33,167
Other	1,272	1,746
Gross deferred tax assets	44,534	65,734
Valuation allowance	(41,932)	(63,862)
Net deferred tax assets	2,602	1,872
Deferred Tax Liabilities		
Basis differences - foreign investment	(25,114)	(23,816)
Gross deferred tax liabilities	(25,114)	(23,816)
Net Deferred Tax Liability [1]	$ (22,512)	$ (21,944)

[1] Net deferred tax liability is included within Other liabilities in our Consolidated Balance Sheets.

SHS had U.S. operating loss carryforwards of $81.0 million, or $17.1 million after tax, as of December 31, 2017. The loss carryforwards will begin to expire in 2021 through 2035 if not offset by future taxable income. In addition, our Canadian subsidiaries have operating loss carryforwards of $10.2 million, or $2.7 million after tax, as of December 31, 2017. The loss carryforwards will begin to expire in 2033 through 2038 if not offset by future taxable income.

We had no unrecognized tax benefits as of December 31, 2017 and 2016. We expect no significant increases or decreases in unrecognized tax benefits due to changes in tax positions within one year of December 31, 2017.

We classify certain state taxes as income taxes for financial reporting purposes. We recorded a provision for state income taxes of $0.7 million for the year ended December 31, 2017, $0.4 million for the year ended December 31, 2016, and $0.2 million for the year ended December 31, 2015.

As previously noted, certain of our subsidiaries are subject to income taxes in the U.S. and various state jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require application of significant judgment. With few exceptions, we are no longer subject to U.S. federal, state and local, examinations by tax authorities for the tax years ended December 31, 2011 and prior. In addition, our Canadian subsidiaries are subject to taxes in Canada and in the province of Ontario. We are no longer subject to examination by the Canadian tax authorities for the tax years ended December 31, 2012 and prior.

Our policy is to report income tax penalties and income tax related interest expense as a component of income tax expense. No interest or penalty associated with any unrecognized income tax benefit or provision was accrued, nor was any income tax related interest or penalty recognized during the years ended December 31, 2017, 2016 and 2015.

SHS is currently under audit by the Internal Revenue Service for the tax year 2015.

13. Earnings Per Share

We have outstanding stock options, unvested restricted common shares, and Series A-4 preferred stock, and our Operating Partnership has outstanding common OP units, Series A-1 preferred OP units, Series A-3 preferred OP units, Series A-4 preferred OP units, Series C preferred OP units, and Aspen preferred OP Units, which if converted or exercised, may impact dilution.

Computations of basic and diluted earnings per share were as follows (in thousands, except per share data):

	Year Ended December 31,		
Numerator	**2017**	**2016**	**2015**
Net income attributable to common stockholders	$ 65,021	$ 17,369	$ 137,325
Allocation to restricted stock awards	455	115	(1,757)
Basic earnings: net income attributable to common stockholders after allocation	$ 65,476	$ 17,484	$ 135,568
Allocation of income to restricted stock awards	(455)	(115)	—
Diluted earnings: net income attributable to common stockholders after allocation	$ 65,021	$ 17,369	$ 135,568
Denominator			
Weighted average common shares outstanding	76,084	65,856	53,686
Add: dilutive stock options	2	8	16
Add: dilutive restricted stock	625	457	—
Diluted weighted average common shares and securities	76,711	66,321	53,702
Earnings per share available to common stockholders after allocation:			
Basic	$ 0.85	$ 0.27	$ 2.53
Diluted	$ 0.85	$ 0.26	$ 2.52

We have excluded certain securities from the computation of diluted earnings per share because the inclusion of these securities would have been anti-dilutive for the periods presented. The following table presents the outstanding securities that were excluded from the computation of diluted earnings per share for the years ended December 31, 2017, 2016 and 2015 (amounts in thousands):

	Year Ended December 31,		
	2017	**2016**	**2015**
Restricted Stock	—	—	813
Common OP units	2,746	2,759	2,863
Series A-1 preferred OP units	345	367	388
Series A-3 preferred OP units	40	40	40
Series A-4 preferred OP units	424	634	755
Series A-4 preferred stock	1,085	1,682	2,067
Series C preferred OP units	316	333	340
Aspen preferred OP units	1,284	1,284	1,284
Total securities	6,240	7,099	8,550

14. Selected Quarterly Financial Information (Unaudited)

The following is a condensed summary of our unaudited quarterly results for years ended December 31, 2017 and 2016. Income / (loss) per share for the year may not equal the sum of the fiscal quarters' income / (loss) per share due to changes in basic and diluted shares outstanding.

	Quarters			
	1st	2nd	3rd	4th
	(In thousands, except per share amounts)			
2017				
Total revenues	$ 234,400	$ 237,899	$ 268,245	$ 242,026
Total expenses	209,729	222,171	234,995	234,850
Income before other items	$ 24,671	$ 15,728	$ 33,250	$ 7,176
Net income attributable to Sun Communities, Inc. common stockholders	$ 21,104	$ 12,364	$ 24,115	$ 7,438
Earnings per share:				
Basic	$ 0.29	$ 0.16	$ 0.31	$ 0.09
Diluted	$ 0.29	$ 0.16	$ 0.31	$ 0.09
2016				
Total revenues	$ 174,644	$ 190,799	$ 249,701	$ 218,634
Total expenses	162,638	195,781	226,688	211,569
Income / (loss) before other items	$ 12,006	(4,982)	$ 23,013	$ 7,065
Net income / (loss) attributable to Sun Communities, Inc. common stockholders	$ 7,875	(7,803)	$ 18,897	(1,600)
Earnings / (loss) per share:				
Basic	$ 0.14	$ (0.12)	$ 0.27	$ (0.02)
Diluted	$ 0.14	$ (0.12)	$ 0.27	$ (0.02)

15. Derivative Instruments and Hedging Activities

Our objective in using interest rate derivatives is to manage exposure to interest rate movements thereby minimizing the effect of interest rate changes and the effect it could have on future cash flows. Interest rate caps are used to accomplish this objective. We do not enter into derivative instruments for speculative purposes nor do we have any swaps in a hedging arrangement.

The following table provides the terms of our interest rate cap derivative contracts that were in effect as of December 31, 2017:

Type	Purpose	Effective Date	Maturity Date	Notional (in millions)	Based on	Variable Rate	Cap Rate	Spread	Effective Fixed Rate
Cap	Cap Floating Rate	4/1/2015	4/1/2018	$ 150.1	3 Month LIBOR	3.2040%	9.000%	—%	N/A
Cap	Cap Floating Rate	10/3/2016	5/1/2023	$ 9.6	3 Month LIBOR	4.0040%	11.020%	—%	N/A

In accordance with ASC Topic 815, *"Derivatives and Hedging,"* derivative instruments are recorded at fair value in Other assets, net or Other liabilities on the Consolidated Balance Sheets. As of December 31, 2017 and 2016, the fair value of the derivatives was zero.

16. Fair Value of Financial Instruments

Our financial instruments consist primarily of cash and cash equivalents, accounts and notes receivable, accounts payable, derivative instruments, and debt.

ASC Topic 820, *"Fair Value Measurements and Disclosures,"* requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy under which these assets and liabilities must be grouped, based on significant levels of observable or unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumption. This hierarchy requires the use of observable market data when available. These two types of inputs have created the following fair value hierarchy:

Level 1—Quoted unadjusted prices for identical instruments in active markets;

Level 2—Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets; and

Level 3—Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

We utilize fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The following methods and assumptions were used in order to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Derivative Instruments

The derivative instruments held by us are interest rate cap agreements for which quoted market prices are indirectly available. For those derivatives, we use model-derived valuations in which all significant inputs and significant value drivers are observable in active markets provided by brokers or dealers to determine the fair values of derivative instruments on a recurring basis (Level 2). Refer to Note 15, "Derivative Instruments and Hedging Activities."

Installment Notes Receivable on Manufactured Homes

The net carrying value of the installment notes receivable on manufactured homes estimates the fair value as the interest rates in the portfolio are comparable to current prevailing market rates (Level 2). Refer Note 4, "Notes and Other Receivables."

Long Term Debt and Lines of Credit

The fair value of long-term debt (excluding the secured borrowing) is based on the estimates of management and on rates currently quoted, rates currently prevailing for comparable loans, and instruments of comparable maturities (Level 2). Refer to Note 8, "Debt and Lines of Credit."

Collateralized Receivables and Secured Borrowing

The fair value of these financial instruments offset each other as our collateralized receivables represent a transfer of financial assets and the cash proceeds received from these transactions have been classified as a secured borrowing on the Consolidated Balance Sheets. The net carrying value of the collateralized receivables estimates the fair value as the interest rates in the portfolio are comparable to current prevailing market rates (Level 2). Refer to Note 3, "Collateralized Receivables and Transfers of Financial Assets."

Financial Liabilities

We estimate the fair value of our contingent consideration liability based on discounting of future cash flows using market interest rates and adjusting for non-performance risk over the remaining term of the liability (Level 2).

Other Financial Instruments

The carrying values of cash and cash equivalents, accounts receivable, and accounts payable approximate their fair market values due to the short-term nature of these instruments.

The table below sets forth our financial assets and liabilities that required disclosure of their fair values on a recurring basis as of December 31, 2017. The table presents the carrying values and fair values of our financial instruments as of December 31, 2017 and December 31, 2016 that were measured using the valuation techniques described above (in thousands). The table excludes other financial instruments such as cash and cash equivalents, accounts receivable, and accounts payable as the carrying values associated with these instruments approximate fair value since their maturities are less than one year.

	December 31, 2017		December 31, 2016	
Financial assets	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
Installment notes receivable on manufactured homes, net	$ 115,797	$ 115,797	$ 59,320	$ 59,320
Collateralized receivables, net	$ 128,246	$ 128,246	$ 143,870	$ 143,870
Financial liabilities				
Debt (excluding secured borrowings)	$ 2,908,799	$ 2,726,770	$ 2,865,470	$ 2,820,680
Secured borrowings	$ 129,182	$ 129,182	$ 144,477	$ 144,477
Lines of credit	$ 41,257	$ 41,257	$ 100,095	$ 98,640
Other liabilities (contingent consideration)	$ 6,976	$ 6,976	$ 10,011	$ 10,011

17. Recent Accounting Pronouncements

In May 2017, the FASB issued ASU 2017-09 "*Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting.*" This update is to provide clarity and reduce both diversity in practice and cost and complexity when applying the guidance in Topic 718, Compensation - Stock Compensation, regarding a change to the terms or conditions of a share-based payment award. The guidance will be effective for fiscal years beginning after December 15, 2017, including interim periods within that year. Early adoption is permitted, including adoption in interim periods, for reporting periods for which financial statements have not yet been issued. Once effective, we will apply the standard prospectively should a modification occur.

In January 2017, the FASB issued ASU 2017-01 "*Business Combinations (Topic 805): Clarifying the Definition of a Business.*" This update clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The guidance will be effective for fiscal years beginning after December 15, 2017, including interim periods within that year.

Under current guidance, substantially all of our property acquisitions are accounted for as business combinations with identifiable assets and liabilities measured at fair value, and acquisition related costs expensed as incurred and reported as Transaction costs in our Consolidations Statements of Operations. Upon adoption of ASU 2017-01, we expect that substantially all of our future pr operty acquisitions will be accounted for as assets acquisitions. We will allocate the purchase price of the properties on a relative fair value basis and capitalize direct acquisition related costs as part of the purchase price.

In November 2016, the FASB issued ASU 2016-18 *"Statement of Cash Flows (Topic 230): Restricted Cash."* This update requires inclusion of restricted cash and restricted cash equivalents with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The guidance will be effective for fiscal years beginning after December 15, 2017, including interim periods within that year.

Once effective, we will include restricted cash and cash equivalents as prescribed by ASU 2016-18 in our Consolidated Statements of Cash Flows. Our restricted cash consists of amounts held in deposit for tax, insurance and repair escrows held by lenders in accordance with certain debt agreements. At December 31, 2017 and 2016, $13.4 million and $17.1 million of restricted cash, respectively, was included as a component of Other assets, net on our Consolidated Balance Sheets.

In October 2016, the FASB issued ASU 2016-16 *"Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory."* This update requires that an entity recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The guidance will be effective for fiscal years beginning after December 15, 2017, including interim periods within that year. Upon adoption of this standard, there will be no material impact to our Consolidated Financial Statements.

In August 2016, the FASB issued ASU 2016-15 *"Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments."* This update addresses eight specific cash flow issues with the objective of reducing existing diversity in practice. The guidance will be effective for fiscal years beginning after December 15, 2017, including interim periods within that year. Upon adoption of this standard, there will be no material impact to our Consolidated Financial Statements.

In June 2016, the FASB issued ASU 2016-13 *"Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments."* This update replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The amendments in this update are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. We are in the initial phases of evaluating how ASU 2016-13 will impact our accounting policies regarding assessment of, and allowance for, loan losses.

In March 2016, the FASB issued ASU 2016-09 "*Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.*" The amendments in this update are intended to simplify several aspects of the accounting for share-based payments. We adopted these amendments as of January 1, 2017. The main provisions of this update regarding excess tax benefits did not have an impact on our Consolidated Financial Statements due to our status as a REIT for taxation purposes. We have elected to continue estimating the number of shares expected to vest in order to determine compensation cost, and were previously classifying, as financing activity, cash paid by us for employee taxes when shares were withheld to cover minimum statutory requirements.

In February 2016, the FASB issued ASU 2016-02 "*Leases (Topic 842).*" The core principle of this update is that a lessee should recognize the assets and liabilities that arise from leases while the accounting by a lessor is largely unchanged from that applied under previous GAAP. The amendments in this update are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Our income from real property and rental home revenue streams is derived from rental agreements where we are the lessor. As noted above, the lessor accounting model is largely unchanged by this update. We are the lessee in other arrangements, primarily for our executive offices, ground leases at five communities, and certain equipment. We are currently evaluating our inventory of such leases for recognition of right of use assets and corresponding lease liabilities on our Consolidated Balance Sheets, and the related disclosure requirements thereto.

In May 2014, the FASB issued ASU 2014-09 "*Revenue from Contracts with Customers (Topic 606)*" ("ASU 2014-09"). The objective of this amendment is to establish a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and will supersede most of the existing revenue recognition guidance, including industry-specific guidance. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In applying this amendment, companies will perform a five-step analysis of transactions to determine when and how revenue is recognized. This amendment applies to all contracts with customers except those that are within the scope of other topics in the FASB ASC. An entity should apply the amendments using either the full retrospective approach or retrospectively with a cumulative effect of initially applying the amendments recognized at the date of initial application. In July 2015, the FASB issued ASU 2015-14 which deferred the effective date of ASU 2014-09 by one year to annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period.

We will adopt ASU 2014-09 and the related updates subsequently issued by the FASB on January 1, 2018, via the modified retrospective approach. Applicability of the standard updates to our revenue streams and other considerations are summarized below.

Income from real property - is derived from rental agreements whereby we lease land to residents in our communities. We account for the lease components of these rental agreements pursuant to ASC 840 *"Leases"* and the non-lease components under ASC 605 *"Revenue Recognition."*

Revenue from home sales - is recognized pursuant to ASC 605 *"Revenue Recognition,"* as the manufactured homes are tangible personal property that can be located on any parcel of land. The manufactured homes are not permanent fixtures or improvements to the underlying real estate, and are therefore not considered by us to be subject to the guidance in ASC 360-20 *"Real Estate Sales."*

Rental home revenue - is comprised of rental agreements whereby we lease homes to residents in our communities. We account for these revenues pursuant to ASC 840 *"Leases."*

Ancillary revenues - are primarily comprised of restaurant, golf, merchandise and other activities at our RV communities. These revenues are recognized pursuant to ASC 605 *"Revenue Recognition,"* at point of sale to customers as our performance obligations are then satisfied.

Interest income - on our notes receivable will continue to be recognized as revenue, but presented separately from revenue from contracts with customers, as interest income is not in the scope of ASU 2014-09 and the related updates subsequently issued by the FASB.

Broker commissions and other revenues, net - is primarily comprised of (i) brokerage commissions that we account for on a net basis pursuant to ASC 605 *"Revenue Recognition,"* as our performance obligation is to arrange for a third party to transfer a home to a customer; and (ii) notes receivable loss reserves.

As detailed above, our revenues from income from real property, home sales, ancillary revenues, and broker commissions will be in the scope of the new guidance. Upon adoption, we will present contract assets and liabilities, as applicable, when one party to a transaction has performed and the other has not. Our disclosures will be expanded, as applicable, to discuss our performance obligations, contract balances, timing and nature of our revenue streams. There will not be any other resulting changes to our accounting policies for revenue recognition or Consolidated Financial Statements from adoption of this guidance.

18. Commitments and Contingencies

Legal Proceedings

We are involved in various legal proceedings arising in the ordinary course of business. All such proceedings, taken together, are not expected to have a material adverse impact on our results of operations or financial condition.

Catastrophic Weather Related Charges

In September 2017, Hurricane Irma impacted 121 of our communities in Florida and three in Georgia. We recognized charges totaling $31.7 million comprised of $21.3 million for debris and tree removal, common area repairs and minor flooding damage, as well as $10.4 million for impaired assets at three Florida Keys communities.

These charges were partially offset by estimated insurance recoveries of $23.7 million. We maintain property, casualty, flood and business interruption insurance for our community portfolio, subject to customary deductibles and limits. As of December 31, 2017, we had not received any insurance recoveries. Refer to Note 20, "Subsequent Events" for information regarding insurance recoveries received subsequent to year end.

The net charges of $8.0 million related to Hurricane Irma were recognized as Catastrophic weather related charges, net in our Consolidated Statements of Operations for the year ended December 31, 2017. Actual charges and insurance recoveries could vary significantly from these estimates. Any changes to these estimates will be recognized in the period(s) in which they are determined.

Expected insurance recoveries for lost earnings and redevelopment costs greater than the asset impairment charge for the Florida Keys were excluded from our Consolidated Statements of Operations for the year ended December 31, 2017. We are actively working with our insurer on the related claims, but have not yet received any advance for the expected recovery of lost earnings. The three Florida Keys communities will require redevelopment followed by a tenant lease-up period. As such, we currently cannot estimate a date when operating results will be restored to pre-hurricane levels. Our business interruption insurance policy provides for up to 60 months of coverage from the date of restoration.

19. Related Party Transactions

Lease of Executive Offices. Gary A. Shiffman, together with certain of his family members, indirectly owns an equity interest of approximately 28.0 percent in American Center LLC, the entity from which we lease office space for our principal executive offices. Each of Brian M. Hermelin, Ronald A. Klein and Arthur A. Weiss indirectly owns a less than one percent interest in American Center LLC. Mr. Shiffman is our Chief Executive Officer and Chairman of the Board. Each of Mr. Hermelin, Mr. Klein and Mr. Weiss is a director of the Company. Under this agreement, we lease approximately 71,500 rentable square feet of permanent space, and approximately 21,000 rentable square feet of temporary space. The initial term of the lease is until October 31, 2026, and the base rent is $17.95 per square foot (gross) until October 31, 2018, for both permanent and temporary space, with graduated rental increases thereafter. Each of Mr. Shiffman, Mr. Hermelin, Mr. Klein and Mr. Weiss may have a conflict of interest with respect to his obligations as our officer and/or director and his ownership interest in American Center LLC.

Legal Counsel. During 2015-2017, Jaffe, Raitt, Heuer, & Weiss, Professional Corporation acted as our general counsel and represented us in various matters. Arthur A. Weiss is the Chairman of the Board of Directors and a shareholder of such firm. We incurred legal fees and expenses owed to Jaffe, Raitt, Heuer, & Weiss of approximately $5.0 million, $8.0 million and $4.6 million in the years ended December 31, 2017, 2016 and 2015, respectively.

Tax Consequences Upon Sale of Properties. Gary A. Shiffman holds limited partnership interests in the Operating Partnership which were received in connection with the contribution of properties from partnerships previously affiliated with him. Prior to any redemption of these limited partnership interests for our common stock, Mr. Shiffman will have tax consequences different from those on us and our public stockholders upon the sale of any of these partnerships. Therefore, we and Mr. Shiffman may have different objectives regarding the appropriate pricing and timing of any sale of those properties.

20. Subsequent Events

In January 2018, we redeemed 41,051 units of our 8.00% Series B-3 preferred OP units (“B-3 Units”). The weighted average redemption price per unit, which included accrued and unpaid distributions, was $100.065753. In the aggregate, we paid $4.1 million to redeem the B-3 Units.

In January 2018, we repaid three collateralized term loans totaling $7.6 million with a weighted average interest rate of 6.25 percent, releasing two encumbered communities. The loans were due to mature on March 1, 2019. We recognized a loss on extinguishment of debt of $0.2 million as a result of the repayment transactions.

In February 2018, we received $5.0 million of insurance recoveries in connection with property damage at our Florida and Georgia communities resulting from Hurricane Irma in September 2017. Refer to Note 18, “Commitments and Contingencies” for additional information regarding impacts to our consolidated financial statements from Hurricane Irma.

We have evaluated our Consolidated Financial Statements for subsequent events through the date that this Form 10-K was issued.

SUN COMMUNITIES, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION, SCHEDULE III
DECEMBER 31, 2017
(amounts in thousands)

			Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at December 31, 2017					
Property Name	**Location**	**Encumbrance**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Total**	**Accumulated Depreciation**	**Date**	**Acquired (A) or Constructed (C)**
49'er Village RV Resort (4)	Plymouth, CA	—	2,180	10,710	—	945	2,180	11,655	13,835	217	2017	(A)
Academy/West Pointe	Canton, MI	B	1,485	14,278	—	8,622	1,485	22,900	24,385	11,527	2000	(A)
Adirondack Gateway RV Resort & Campground	Gansevoort, NY	—	620	1,970	—	2,022	620	3,992	4,612	186	2016	(A)
Allendale Meadows Mobile Village	Allendale, MI	B	366	3,684	—	11,493	366	15,177	15,543	8,595	1996	(A)
Alpine Meadows Mobile Village	Grand Rapids, MI	A	729	6,692	—	10,058	729	16,750	17,479	9,141	1996	(A&C)
Alta Laguna	Rancho Cucamonga, CA	D	23,736	21,088	—	1,260	23,736	22,348	46,084	1,146	2016	(A)
Apple Carr Village	Muskegon, MI	—	800	6,172	—	9,535	800	15,707	16,507	3,430	2011	(A&C)
Apple Creek Manufactured Home Community and Self Storage	Amelia, OH	B	543	5,480	—	2,786	543	8,266	8,809	3,993	1999	(A)
Arbor Terrace RV Park	Bradenton, FL	C	456	4,410	—	4,261	456	8,671	9,127	4,299	1996	(A)
Arbor Woods (4)	Superior Township, MI	—	3,340	12,385	—	3,785	3,340	16,170	19,510	345	2017	(A)
Ariana Village Mobile Home Park	Lakeland, FL	D	240	2,195	—	1,440	240	3,635	3,875	2,126	1994	(A)
Arran Lake RV Resort & Campground	Allenford, ON (1)	—	1,190	1,175	15	239	1,205	1,414	2,619	73	2016	(A)
Austin Lone Star RV Resort	Austin, TX	—	630	7,913	—	1,534	630	9,447	10,077	498	2016	(A)
Autumn Ridge (3)	Ankeny, IA	B	890	8,054	(33)	4,545	857	12,599	13,456	7,230	1996	(A)
Bahia Vista Estates	Sarasota, FL	—	6,810	17,650	—	751	6,810	18,401	25,211	969	2016	(A)
Baker Acres RV Resort	Zephyrhills, FL	E	2,140	11,880	—	1,593	2,140	13,473	15,613	704	2016	(A)
Bell Crossing (3)	Clarksville, TN	B	717	1,916	(13)	8,505	704	10,421	11,125	5,360	1999	(A&C)
Big Timber Lake RV Resort	Cape May, NJ	A	590	21,308	—	1,915	590	23,223	23,813	4,016	2013	(A)
Big Tree RV Resort	Arcadia, FL	—	1,250	13,534	—	1,372	1,250	14,906	16,156	795	2016	(A)
Blazing Star	San Antonio, TX	C	750	6,163	—	1,669	750	7,832	8,582	1,730	2012	(A)
Blue Heron Pines	Punta Gorda, FL	E	410	35,294	—	2,883	410	38,177	38,587	3,120	2015	(A&C)
Blue Jay MH & RV Resort	Dade City, FL	—	2,040	9,679	—	1,109	2,040	10,788	12,828	540	2016	(A)
Blue Star/Lost Dutchman	Apache Junction, AZ	E	5,120	12,720	—	5,651	5,120	18,371	23,491	2,125	2014	(A)

SUN COMMUNITIES, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION, SCHEDULE III
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(amounts in thousands)

			Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at December 31, 2017					
Property Name	Location	Encumbrance	Land	Depreciable Assets	Land	Depreciable Assets	Land	Depreciable Assets	Total	Accumulated Depreciation	Date	Acquired (A) or Constructed (C)
Blueberry Hill	Bushnell, FL	C	3,830	3,240	—	2,970	3,830	6,210	10,040	1,534	2012	(A)
Boulder Ridge	Pflugerville, TX	B	1,000	500	3,324	27,780	4,324	28,280	32,604	12,277	1998	(C)
Branch Creek Estates	Austin, TX	B	796	3,716	—	5,790	796	9,506	10,302	6,034	1995	(A&C)
Brentwood Estates	Hudson, FL	E	1,150	9,359	—	2,530	1,150	11,889	13,039	1,006	2015	(A)
Brentwood Mobile Village	Kentwood, MI	B	385	3,592	—	2,219	385	5,811	6,196	3,646	1996	(A)
Brentwood West	Mesa, AZ	B	13,620	24,202	—	1,139	13,620	25,341	38,961	3,095	2014	(A)
Brookside Mobile Home Village	Goshen, IN	B	260	1,080	386	16,993	646	18,073	18,719	8,418	1985	(A&C)
Brookside Village	Kentwood, MI	D	170	5,564	—	502	170	6,066	6,236	1,401	2011	(A)
Buttonwood Bay	Sebring, FL	D	1,952	18,294	—	6,355	1,952	24,649	26,601	12,663	2001	(A)
Byron Center Mobile Village	Byron Center, MI	A	253	2,402	—	2,291	253	4,693	4,946	2,917	1996	(A)
Caliente Sands (4)	Cathedral City, CA	—	1,930	6,710	—	58	1,930	6,768	8,698	118	2017	(A)
Camelot Villa	Macomb, MI	A	910	21,211	—	11,738	910	32,949	33,859	5,830	2013	(A)
Campers Haven RV Resort	Dennisport, MA	—	14,260	11,915	—	1,022	14,260	12,937	27,197	697	2016	(A)
Candlelight Manor	South Dakota, FL	—	3,140	3,867	—	948	3,140	4,815	7,955	227	2016	(A)
Candlelight Village	Sauk Village, IL	A	600	5,623	—	10,691	600	16,314	16,914	8,491	1996	(A)
Cape May Crossing	Cape May, NJ	—	270	1,693	—	462	270	2,155	2,425	111	2016	(A)
Cape May KOA	Cape May, NJ	C	650	7,736	—	6,351	650	14,087	14,737	2,797	2013	(A)
Carolina Pines RV Resort (5)	Longs, SC	—	5,900	—	—	366	5,900	366	6,266	—	2017	(A)
Carriage Cove	Sanford, FL	E	6,050	21,235	—	2,308	6,050	23,543	29,593	2,955	2014	(A)
Carrington Pointe	Ft. Wayne, IN	—	1,076	3,632	—	12,389	1,076	16,021	17,097	6,401	1997	(A&C)
Castaways RV Resort & Campground	Berlin, MD	A	14,320	22,277	—	4,894	14,320	27,171	41,491	3,810	2014	(A&C)
Cava Robles RV Resort (5)	Paso Robles, CA	—	1,396	—	—	14,702	1,396	14,702	16,098	—	2014	(C)
Cave Creek	Evans, CO	B	2,241	15,343	—	11,369	2,241	26,712	28,953	8,969	2004	(C)
Central Park MH & RV Resort	Haines City, FL	—	2,600	10,405	—	1,096	2,600	11,501	14,101	606	2016	(A)
Chisholm Point Estates	Pflugerville, TX	—	609	5,286	—	4,079	609	9,365	9,974	5,989	1995	(A&C)
Cider Mill Crossings	Fenton, MI	C	520	1,568	—	21,686	520	23,254	23,774	5,433	2011	(A&C)
Cider Mill Village	Middleville, MI	A	250	3,590	—	3,292	250	6,882	7,132	1,922	2011	(A)

Citrus Hill RV Resort	Dade City, FL	—	1,170	2,422	—	824	1,170	3,246	4,416	164	2016	(A)

SUN COMMUNITIES, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION, SCHEDULE III
DECEMBER 31, 2017
(amounts in thousands)

			Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at December 31, 2017					
Property Name	**Location**	**Encumbrance**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Total**	**Accumulated Depreciation**	**Date**	**Acquired (A) or Constructed (C)**
Clear Water Mobile Village	South Bend, IN	B	80	1,270	61	6,567	141	7,837	7,978	4,078	1986	(A)
Club Naples	Naples, FL	C	5,780	4,952	—	2,703	5,780	7,655	13,435	1,987	2011	(A)
Club Wildwood	Hudson, FL	E	14,206	21,275	—	736	14,206	22,011	36,217	1,128	2016	(A)
Cobus Green Mobile Home Park	Osceola, IN	A	762	7,037	—	9,203	762	16,240	17,002	8,589	1993	(A)
Colony in the Wood (4)	Port Orange, FL	—	—	32,478	—	9	—	32,487	32,487	—	2017	(A&C)
The Colony (2)	Oxnard, CA	—	—	6,437	—	787	—	7,224	7,224	367	2016	(A)
Comal Farms	New Braunfels, TX	C	1,455	1,732	—	9,074	1,455	10,806	12,261	4,970	2000	(A&C)
Continental North	Davison, MI	A	749	6,089	—	14,348	749	20,437	21,186	10,708	1996	(A&C)
Corporate Headquarters (5)	Southfield, MI	—	—	—	—	64,969	—	64,969	64,969	16,183	Various	
Country Acres Mobile Village	Cadillac, MI	A	380	3,495	—	3,903	380	7,398	7,778	4,075	1996	(A)
Country Hills Village	Hudsonville, MI	A	340	3,861	—	1,863	340	5,724	6,064	1,729	2011	(A)
Country Meadows Mobile Village	Flat Rock, MI	B	924	7,583	296	19,272	1,220	26,855	28,075	15,951	1994	(A&C)
Country Meadows Village	Caledonia, MI	C	550	5,555	—	7,713	550	13,268	13,818	2,168	2011	(A&C)
Country Squire MH & RV Resort	Paisley, FL	—	520	1,719	—	1,001	520	2,720	3,240	127	2016	(A)
Countryside Atlanta	Lawrenceville, GA	C	1,274	10,957	—	5,289	1,274	16,246	17,520	5,496	2004	(A&C)
Countryside Estates	Mckean, PA	E	320	11,610	—	1,501	320	13,111	13,431	1,592	2014	(A)
Countryside Gwinnett	Buford, GA	A	1,124	9,539	—	3,840	1,124	13,379	14,503	6,515	2004	(A)
Countryside Lake Lanier	Buford, GA	B	1,916	16,357	—	9,002	1,916	25,359	27,275	10,976	2004	(A)
Countryside Village	Great Falls, MT	C	430	7,157	—	950	430	8,107	8,537	962	2014	(A)
Craigleith RV Resort & Campground	Clarksburg, ON (1)	—	420	705	5	219	425	924	1,349	44	2016	(A)
Creekwood Meadows	Burton, MI	A	808	2,043	404	15,334	1,212	17,377	18,589	9,438	1997	(C)
Cutler Estates Mobile Village	Grand Rapids, MI	B	749	6,941	—	4,102	749	11,043	11,792	6,646	1996	(A)
Cypress Greens	Lake Alfred, FL	E	960	17,518	—	1,353	960	18,871	19,831	1,622	2015	(A)
Daytona Beach RV Resort	Port Orange, FL	—	2,300	7,158	—	1,607	2,300	8,765	11,065	476	2016	(A)
Deer Lake RV Resort & Campground	Huntsville, ON (1)	—	2,830	4,260	35	584	2,865	4,844	7,709	237	2016	(A)
Deerfield Run	Anderson, IN	C	990	1,607	—	6,999	990	8,606	9,596	3,958	1999	(A&C)
Deerwood	Orlando, FL	B	6,920	37,593	—	4,804	6,920	42,397	49,317	3,673	2015	(A)

Desert Harbor	Apache Junction, AZ	E	3,940	14,891	—	310	3,940	15,201	19,141	1,842	2014	(A)

SUN COMMUNITIES, INC.
REAL ESTATE AND ACCUMULATED DEPRECIATION, SCHEDULE III
DECEMBER 31, 2017
(amounts in thousands)

			Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at December 31, 2017					
Property Name	**Location**	**Encumbrance**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Total**	**Accumulated Depreciation**	**Date**	**Acquired (A) or Constructed (C)**
Driftwood Camping Resort	Clermont, NJ	D	1,450	29,851	—	2,713	1,450	32,564	34,014	4,389	2014	(A)
Dunedin RV Resort	Dunedin, FL	E	4,400	16,923	—	1,327	4,400	18,250	22,650	959	2016	(A)
Dutton Mill Village	Caledonia, MI	A	370	8,997	—	1,759	370	10,756	11,126	2,664	2011	(A)
Eagle Crest	Firestone, CO	B	2,015	150	—	30,614	2,015	30,764	32,779	14,732	1998	(C)
East Fork	Batavia, OH	C	1,280	6,302	—	19,771	1,280	26,073	27,353	9,611	2000	(A&C)
East Village Estates	Washington Twp., MI	A	1,410	25,413	—	4,904	1,410	30,317	31,727	6,136	2012	(A)
Egelcraft	Muskegon, MI	D	690	22,596	—	2,228	690	24,824	25,514	3,117	2014	(A)
Ellenton Gardens RV Resort	Ellenton, FL	E	2,130	7,755	—	1,353	2,130	9,108	11,238	478	2016	(A)
Emerald Coast RV Resort[4]	Panama City Beach, FL	—	10,330	9,070	—	49	10,330	9,119	19,449	166	2017	(A)
Fairfield Village	Ocala, FL	B	1,160	18,673	—	315	1,160	18,988	20,148	1,648	2015	(A)
Fiesta Village	Mesa, AZ	—	2,830	4,475	—	838	2,830	5,313	8,143	634	2014	(A)
Fisherman's Cove	Flint, MI	A	380	3,438	—	4,001	380	7,439	7,819	4,761	1993	(A)
Forest Meadows	Philomath, OR	A	1,031	2,050	—	538	1,031	2,588	3,619	1,465	1999	(A)
Forest View	Homosassa, FL	B	1,330	22,056	—	450	1,330	22,506	23,836	1,956	2015	(A)
Fort Tatham RV Resort & Campground	Sylva, NC	—	110	760	—	701	110	1,461	1,571	73	2016	(A)
Fort Whaley	Whaleyville, MD	C	510	5,194	—	3,910	510	9,104	9,614	679	2015	(A)
Four Seasons	Elkhart, IN	A	500	4,811	—	3,533	500	8,344	8,844	4,089	2000	(A)
Frenchtown Villa/Elizabeth Woods	Newport, MI	E	1,450	52,327	—	15,702	1,450	68,029	69,479	7,837	2014	(A&C)
Friendly Village of La Habra	La Habra, CA	D	26,956	25,202	—	1,092	26,956	26,294	53,250	1,407	2016	(A)
Friendly Village of Modesto	Modesto, CA	D	6,260	20,885	—	1,029	6,260	21,914	28,174	1,093	2016	(A)
Friendly Village of Simi	Simi Valley, CA	D	14,906	15,986	—	860	14,906	16,846	31,752	864	2016	(A)
Friendly Village of West Covina	West Covina, CA	D	14,520	5,221	—	722	14,520	5,943	20,463	324	2016	(A)
Frontier Town	Ocean City, MD	C	18,960	43,166	—	8,132	18,960	51,298	70,258	4,530	2015	(A)
Glen Haven RV Resort	Zephyrhills, FL	E	1,980	8,373	—	1,138	1,980	9,511	11,491	508	2016	(A)
Glen Laurel	Concord, NC	C	1,641	453	—	13,981	1,641	14,434	16,075	6,951	2001	(A&C)
Gold Coaster	Homestead, FL	A	446	4,234	172	5,241	618	9,475	10,093	4,774	1997	(A)
Grand Bay	Dunedin, FL	—	3,460	6,314	—	643	3,460	6,957	10,417	354	2016	(A)

SUN COMMUNITIES, INC.
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(amounts in thousands)

			Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at December 31, 2017					
Property Name	Location	Encumbrance	Land	Depreciable Assets	Land	Depreciable Assets	Land	Depreciable Assets	Total	Accumulated Depreciation	Date	Acquired (A) or Constructed (C)
Grand Lakes	Citra, FL	C	5,280	4,501	—	3,524	5,280	8,025	13,305	1,895	2012	(A)
Grand Mobile Estates	Grand Rapids, MI	B	374	3,587	—	3,848	374	7,435	7,809	3,723	1996	(A)
Grand Oaks RV Resort & Campground	Cayuga, ON [1]	—	970	4,220	12	453	982	4,673	5,655	229	2016	(A)
The Grove at Alta Ridge [3]	Thornton, CO	E	5,370	37,116	—	(30)	5,370	37,086	42,456	4,419	2014	(A)
Grove Ridge RV Resort	Dade City, FL	E	1,290	5,387	—	1,080	1,290	6,467	7,757	341	2016	(A)
Groves RV Resort	Ft. Myers, FL	A	249	2,396	—	3,808	249	6,204	6,453	2,755	1997	(A)
Gulfstream Harbor	Orlando, FL	B	14,510	78,930	—	4,137	14,510	83,067	97,577	7,209	2015	(A)
Gulliver's Lake RV Resort & Campground	Millgrove, ON [1]	—	2,950	2,950	37	324	2,987	3,274	6,261	170	2016	(A)
Gwynn's Island RV Resort & Campground	Gwynn, VA	C	760	595	—	1,983	760	2,578	3,338	499	2013	(A)
Hamlin	Webberville, MI	B	125	1,675	536	13,437	661	15,112	15,773	6,470	1984	(A&C)
The Hamptons	Auburndale, FL	B	15,890	67,555	—	1,973	15,890	69,528	85,418	5,930	2015	(A)
Heritage	Temecula, CA	D	13,200	7,877	—	986	13,200	8,863	22,063	465	2016	(A)
Hickory Hills Village	Battle Creek, MI	—	760	7,697	—	2,295	760	9,992	10,752	2,685	2011	(A)
Hidden Ridge RV Resort	Hopkins, MI	C	440	893	—	2,906	440	3,799	4,239	803	2011	(A)
Hidden River RV Resort	Riverview, FL	—	3,950	6,376	—	1,199	3,950	7,575	11,525	398	2016	(A)
Hidden Valley RV Resort & Campground	Normandale, ON [1]	—	2,610	4,170	33	1,035	2,643	5,205	7,848	248	2016	(A)
The Hideaway	Key West, FL	—	2,720	972	—	521	2,720	1,493	4,213	80	2016	(A)
High Pointe [3]	Frederica, DE	—	898	7,031	(42)	6,792	856	13,823	14,679	6,686	1997	(A)
Hill Country Cottage and RV Resort	New Braunfels, TX	C	3,790	27,200	—	1,828	3,790	29,028	32,818	1,794	2016	(A&C)
The Hills	Apopka, FL	—	1,790	3,869	—	968	1,790	4,837	6,627	241	2016	(A)
Holiday West Village	Holland, MI	B	340	8,067	—	1,260	340	9,327	9,667	2,318	2011	(A)
Holly Forest Estates	Holly Hill, FL	B	920	8,376	—	1,336	920	9,712	10,632	5,996	1997	(A)
Holly Village / Hawaiian Gardens	Holly, MI	B	1,514	13,596	—	5,242	1,514	18,838	20,352	7,853	2004	(A)
Homosassa River RV Resort	Homosassa Springs, FL	—	1,520	5,020	—	1,625	1,520	6,645	8,165	365	2016	(A)
Horseshoe Cove RV Resort	Bradenton, FL	E	9,466	32,612	—	2,601	9,466	35,213	44,679	1,852	2016	(A)
Hunters Crossing	Capac, MI	C	430	1,092	—	1,247	430	2,339	2,769	453	2012	(A)

Hunters Glen	Wayland, MI	C	1,102	11,926	—	11,469	1,102	23,395	24,497	7,828	2004	(C)

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Property Name	**Location**	**Encumbrance**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Total**	**Accumulated Depreciation**	**Date**	**Acquired (A) or Constructed (C)**
Indian Creek Park	Ft. Myers Beach, FL	D	3,832	34,660	—	11,283	3,832	45,943	49,775	28,304	1996	(A)
Indian Creek RV & Camping Resort [3]	Geneva on the Lake, OH	C	420	20,791	(5)	6,683	415	27,474	27,889	4,186	2013	(A&C)
Indian Wells RV Resort	Indio, CA	D	2,880	19,470	—	1,964	2,880	21,434	24,314	1,145	2016	(A)
Island Lakes	Merritt Island, FL	D	700	6,431	—	809	700	7,240	7,940	5,037	1995	(A)
Jellystone Park(TM) at Birchwood Acres	Greenfield Park, NY	A	560	5,527	—	5,246	560	10,773	11,333	2,242	2013	(A)
Jellystone Park(TM) at Larkspur	Larkspur, CO	—	1,880	5,521	—	2,246	1,880	7,767	9,647	362	2016	(A)
Jellystone Park(TM) of Western New York	North Java, NY	A	870	8,884	—	6,205	870	15,089	15,959	2,772	2013	(A)
Kensington Meadows	Lansing, MI	B	250	2,699	—	8,406	250	11,105	11,355	6,706	1995	(A&C)
Kimberly Estates	Newport, MI	C	1,250	6,160	—	8,041	1,250	14,201	15,451	827	2016	(A)
Kings Court Mobile Village	Traverse City, MI	—	1,473	13,782	269	7,148	1,742	20,930	22,672	12,097	1996	(A&C)
Kings Lake	DeBary, FL	D	280	2,542	—	2,798	280	5,340	5,620	3,314	1994	(A)
Kings Manor	Lakeland, FL	—	2,270	5,578	—	1,670	2,270	7,248	9,518	330	2016	(A)
King's Pointe	Lake Alfred, FL	B	510	16,763	—	478	510	17,241	17,751	1,472	2015	(A)
Kissimmee Gardens	Kissimmee, FL	—	3,270	14,402	—	1,042	3,270	15,444	18,714	781	2016	(A)
Kissimmee South RV Resort	Davenport, FL	—	3,740	6,819	—	1,489	3,740	8,308	12,048	437	2016	(A)
Knollwood Estates	Allendale, MI	A	400	4,061	—	4,202	400	8,263	8,663	4,243	2001	(A)
La Casa Blanca	Apache Junction, AZ	B	4,370	14,142	—	587	4,370	14,729	19,099	1,786	2014	(A)
La Costa Village	Port Orange, FL	D	3,640	62,315	—	1,381	3,640	63,696	67,336	5,443	2015	(A)
La Hacienda RV Resort	Austin, TX	C	3,670	22,225	—	922	3,670	23,147	26,817	2,445	2015	(A)
Lafayette Place	Warren, MI	A	669	5,979	—	7,616	669	13,595	14,264	7,066	1998	(A)
Lafontaine RV Resort & Campground	Tiny, ON [1]	—	1,290	2,075	16	1,235	1,306	3,310	4,616	133	2016	(A)
Lake Avenue RV Resort & Campground	Cherry Valley, ON [1]	—	670	1,290	8	459	678	1,749	2,427	90	2016	(A)
Lake In Wood	Narvon, PA	A	7,360	7,097	—	1,553	7,360	8,650	16,010	1,902	2012	(A)
Lake Josephine	Sebring, FL	—	490	2,830	—	432	490	3,262	3,752	57	2016	(A)
Lake Juliana Landings	Auburndale, FL	A	335	3,048	—	1,806	335	4,854	5,189	3,066	1994	(A)
Lake Pointe Village	Mulberry, FL	D	480	29,795	—	399	480	30,194	30,674	2,584	2015	(A)
Lake Rudolph Campground & RV Resort	Santa Claus, IN	A	2,340	28,113	—	6,698	2,340	34,811	37,151	6,100	2014	(A&C)

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Property Name	Location	Encumbrance	Land	Depreciable Assets	Land	Depreciable Assets	Land	Depreciable Assets	Total	Accumulated Depreciation	Date	Acquired (A) or Constructed (C)
Lake San Marino RV Park	Naples, FL	A	650	5,760	—	4,165	650	9,925	10,575	5,237	1996	(A)
Lakefront	Lakeside, CA	D	21,556	17,440	—	953	21,556	18,393	39,949	948	2016	(A)
Lakeland RV Resort	Lakeland, FL	—	1,730	5,524	—	1,340	1,730	6,864	8,594	334	2016	(A)
Lakeshore Landings	Orlando, FL	D	2,570	19,481	—	1,276	2,570	20,757	23,327	2,476	2014	(A)
Lakeshore Villas	Tampa, FL	B	3,080	18,983	—	740	3,080	19,723	22,803	1,689	2015	(A)
Lakeside Crossing	Conway, SC	D	3,520	31,615	—	6,549	3,520	38,164	41,684	2,859	2015	(A&C)
Lakeview	Ypsilanti, MI	C	1,156	10,903	—	6,643	1,156	17,546	18,702	7,570	2004	(A)
Lamplighter	Port Orange, FL	B	1,330	12,846	—	671	1,330	13,517	14,847	1,160	2015	(A)
Lazy J Ranch [4]	Arcata, CA	—	7,100	6,838	—	—	7,100	6,838	13,938	122	2017	(A)
Leisure Village	Belmont, MI	C	360	8,219	—	809	360	9,028	9,388	1,917	2011	(A)
Lemon Wood	Ventura, CA	D	19,540	6,918	—	868	19,540	7,786	27,326	406	2016	(A)
Liberty Farms	Valparaiso, IN	C	66	1,201	116	3,577	182	4,778	4,960	2,739	1985	(A&C)
Lincoln Estates	Holland, MI	—	455	4,201	—	2,869	455	7,070	7,525	4,267	1996	(A)
Long Beach RV Resort & Campground	Barnegat, NJ	—	710	3,414	—	835	710	4,249	4,959	211	2016	(A)
Majestic Oaks RV Resort	Zephyrhills, FL	E	3,940	4,725	28	1,166	3,968	5,891	9,859	311	2016	(A)
Maple Brook	Matteson, IL	B	8,460	48,865	—	571	8,460	49,436	57,896	5,976	2014	(A)
Maplewood Manor	Brunswick, ME	E	1,770	12,982	—	1,529	1,770	14,511	16,281	1,766	2014	(A)
Marco Naples RV Resort	Naples, FL	—	2,790	10,458	—	1,369	2,790	11,827	14,617	629	2016	(A)
Meadow Lake Estates	White Lake, MI	B	1,188	11,498	127	8,719	1,315	20,217	21,532	13,569	1994	(A)
Meadowbrook	Charlotte, NC	C	1,310	6,570	—	15,277	1,310	21,847	23,157	8,853	2000	(A&C)
Meadowbrook Estates	Monroe, MI	A	431	3,320	379	13,888	810	17,208	18,018	10,249	1986	(A)
Meadowbrook Village	Tampa, FL	B	519	4,728	—	1,090	519	5,818	6,337	4,120	1994	(A)
Meadowlands of Gibraltar	Rockwood, MI	A	640	7,673	—	4,997	640	12,670	13,310	1,296	2015	(A)
Merrymeeting	Brunswick, ME	C	250	1,020	—	836	250	1,856	2,106	240	2014	(A)
Mill Creek RV Resort	Kissimmee, FL	—	1,400	4,839	—	1,312	1,400	6,151	7,551	338	2016	(A)
Mountain View	Mesa, AZ	B	5,490	12,325	—	404	5,490	12,729	18,219	1,570	2014	(A)
Napa Valley	Napa, CA	D	17,740	11,675	—	615	17,740	12,290	30,030	664	2016	(A)
Naples RV Resort	Naples, FL	C	3,640	2,020	—	1,828	3,640	3,848	7,488	940	2011	(A)
New Point RV Resort	New Point, VA	C	1,550	5,259	—	4,090	1,550	9,349	10,899	1,753	2013	(A)
New Ranch	Clearwater, FL	—	2,270	2,723	—	703	2,270	3,426	5,696	173	2016	(A)
North Lake	Moore Haven, FL	C	4,150	3,486	—	1,745	4,150	5,231	9,381	1,404	2011	(A)
North Point Estates	Pueblo, CO	C	1,582	3,027	—	5,039	1,582	8,066	9,648	3,790	2001	(C)

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Property Name	**Location**	**Encumbrance**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Total**	**Accumulated Depreciation**	**Date**	**Acquired (A) or Constructed (C)**
Northville Crossings	Northville, MI	B	1,236	29,564	—	8,798	1,236	38,362	39,598	8,992	2012	(A)
Oak Creek	Coarsegold, CA	B	4,760	11,185	—	1,492	4,760	12,677	17,437	1,511	2014	(A)
Oak Crest	Austin, TX	B	4,311	12,611	—	9,266	4,311	21,877	26,188	8,949	2002	(C)
Oak Island Village	East Lansing, MI	—	320	6,843	—	2,602	320	9,445	9,765	2,440	2011	(A)
Oak Ridge	Manteno, IL	D	1,090	36,941	—	2,947	1,090	39,888	40,978	4,785	2014	(A)
Oakview Estates	Arcadia, FL	—	850	3,881	—	793	850	4,674	5,524	237	2016	(A)
Oakwood Village	Miamisburg, OH	B	1,964	6,401	—	14,521	1,964	20,922	22,886	11,107	1998	(A&C)
Ocean Breeze (6)	Marathon, FL	—	2,330	1,770	—	(1,727)	2,330	43	2,373	—	2016	(A)
Ocean Breeze Jensen Beach	Jensen Beach, FL	—	19,026	13,862	—	13,340	19,026	27,202	46,228	924	2016	(A&C)
Ocean West (4)	McKinleyville, CA	B	5,040	4,413	27	—	5,067	4,413	9,480	79	2017	(A)
Orange City MH & RV Resort	Orange City, FL	C	920	5,540	—	1,882	920	7,422	8,342	1,703	2011	(A)
Orange Tree Village	Orange City, FL	D	283	2,530	15	1,124	298	3,654	3,952	2,526	1994	(A)
Orchard Lake (3)	Milford, OH	C	395	4,025	(15)	1,715	380	5,740	6,120	2,817	1999	(A)
Paddock Park South	Ocala, FL	—	630	6,601	—	594	630	7,195	7,825	359	2016	(A)
Palm Creek Golf & RV Resort	Casa Grande, AZ	D	11,836	76,143	—	19,029	11,836	95,172	107,008	19,591	2012	(A&C)
Palm Key Village	Davenport, FL	B	3,840	15,661	—	996	3,840	16,657	20,497	1,469	2015	(A)
Palm Village	Bradenton, FL	—	2,970	2,849	—	763	2,970	3,612	6,582	183	2016	(A)
Palos Verdes Shores MH & Golf Community (2)	San Pedro, CA	D	—	21,815	—	1,525	—	23,340	23,340	1,172	2016	(A)
Park Place	Sebastian, FL	D	1,360	48,678	—	2,216	1,360	50,894	52,254	4,234	2015	(A)
Park Royale	Pinellas Park, FL	D	670	29,046	—	243	670	29,289	29,959	2,513	2015	(A)
Parkside Village	Cheektowaga, NY	B	550	10,402	—	288	550	10,690	11,240	1,279	2014	(A)
Pebble Creek	Greenwood, IN	C	1,030	5,074	—	7,575	1,030	12,649	13,679	6,343	2000	(A&C)
Pecan Branch	Georgetown, TX	C	1,379	—	235	7,231	1,614	7,231	8,845	2,098	1999	(C)
Pecan Park RV Resort	Jacksonville, FL	—	2,000	5,000	—	820	2,000	5,820	7,820	286	2016	(A)
Pelican Bay	Micco, FL	—	470	10,543	—	1,182	470	11,725	12,195	1,036	2015	(A)
Pelican Bay Resort & Marina	Marathon, FL	D	4,760	4,742	—	1,237	4,760	5,979	10,739	308	2016	(A)
Pembroke Downs	Chino, CA	D	9,560	7,269	—	681	9,560	7,950	17,510	387	2016	(A)
Peter's Pond RV Resort	Sandwich, MA	C	4,700	22,840	—	3,534	4,700	26,374	31,074	5,241	2013	(A)
Petoskey RV Resort	Petoskey, MI	—	230	3,270	—	1,252	230	4,522	4,752	234	2016	(A)

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Pheasant Ridge	Lancaster, PA	A	2,044	19,279	—	736	2,044	20,015	22,059	10,207	2002	(A)
Pickerel Park RV Resort & Campground	Napanee, ON [1]	—	900	2,125	11	394	911	2,519	3,430	126	2016	(A)
Pin Oak Parc	O'Fallon, MO	B	1,038	3,250	467	14,134	1,505	17,384	18,889	8,127	1994	(A&C)
Pine Hills	Middlebury, IN	A	72	544	60	3,587	132	4,131	4,263	2,300	1980	(A)
Pine Ridge	Prince George, VA	B	405	2,397	—	6,225	405	8,622	9,027	4,074	1986	(A&C)
Pine Trace [3]	Houston, TX	C	2,907	17,169	(257)	19,511	2,650	36,680	39,330	12,190	2004	(A&C)
Pinebrook Village	Grand Rapids, MI	C	130	5,692	—	1,687	130	7,379	7,509	1,940	2011	(A)
Pismo Dunes Resort [4]	Pismo Beach, CA	—	11,070	10,190	—	29	11,070	10,219	21,289	183	2017	(A)
Plantation Landings	Haines City, FL	D	3,070	30,973	—	1,897	3,070	32,870	35,940	2,737	2015	(A)
Pleasant Lake RV Resort	Bradenton, FL	E	5,220	20,403	—	1,523	5,220	21,926	27,146	1,149	2016	(A)
Presidential Estates Mobile Village	Hudsonville, MI	B	680	6,314	—	6,512	680	12,826	13,506	7,453	1996	(A)
Rainbow RV Resort	Frostproof, FL	A	1,890	5,682	—	4,058	1,890	9,740	11,630	1,992	2012	(A)
Rainbow Village of Largo	Largo, FL	E	4,420	12,529	—	1,969	4,420	14,498	18,918	764	2016	(A)
Rainbow Village of Zephyrhills	Zephyrhills. FL	—	1,800	9,884	—	1,203	1,800	11,087	12,887	577	2016	(A)
Rancho Alipaz [2]	San Juan Capistrano, CA	—	—	2,856	4,000	751	4,000	3,607	7,607	182	2016	(A)
Rancho Caballero	Riverside, CA	D	16,560	12,446	—	813	16,560	13,259	29,819	664	2016	(A)
Rancho Mirage	Apache Junction, AZ	B	7,510	22,238	—	969	7,510	23,207	30,717	2,787	2014	(A)
Red Oaks RV Resort [2]	Bushnell, FL	—	5,180	20,499	—	1,768	5,180	22,267	27,447	1,229	2016	(A)
Regency Heights	Clearwater, FL	—	11,330	15,734	—	1,059	11,330	16,793	28,123	833	2016	(A)
Reserve at Fox Creek	Bullhead City, AZ	D	1,950	20,074	—	1,147	1,950	21,221	23,171	2,526	2014	(A)
Richmond Place [3]	Richmond, MI	A	501	2,040	(31)	2,737	470	4,777	5,247	2,332	1998	(A)
The Ridge	Davenport, FL	B	8,350	35,463	—	2,646	8,350	38,109	46,459	3,257	2015	(A)
Riptide RV Resort & Marina	Key Largo, FL	—	2,440	991	—	1,052	2,440	2,043	4,483	90	2016	(A)
River Haven Village	Grand Haven, MI	C	1,800	16,967	—	11,058	1,800	28,025	29,825	12,518	2001	(A)
River Ranch [3]	Austin, TX	C	4,690	843	(4)	44,391	4,686	45,234	49,920	10,097	2000	(A&C)
River Ridge	Austin, TX	A	3,201	15,090	—	9,945	3,201	25,035	28,236	11,389	2002	(C)
Riverside Club	Ruskin, FL	D	1,600	66,207	—	3,745	1,600	69,952	71,552	5,925	2015	(A)
Rock Crusher Canyon RV Park	Crystal River, FL	C	420	5,542	121	2,435	541	7,977	8,518	829	2015	(A)
Roxbury Park	Goshen, IN	B	1,057	9,870	—	4,106	1,057	13,976	15,033	6,914	2001	(A)

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Royal Country	Miami, FL	E	2,290	20,758	—	2,412	2,290	23,170	25,460	17,342	1994	(A)
Royal Palm Village	Haines City, FL	E	1,730	27,446	—	2,197	1,730	29,643	31,373	2,544	2015	(A)
Royal Palms MH & RV Resort (2)	Cathedral City, CA	—	—	21,660	—	913	—	22,573	22,573	1,174	2016	(A)
Rudgate Clinton	Clinton Township, MI	A	1,090	23,664	—	7,175	1,090	30,839	31,929	6,397	2012	(A)
Rudgate Manor	Sterling Heights, MI	A	1,440	31,110	—	9,631	1,440	40,741	42,181	8,509	2012	(A)
Saco/Old Orchard Beach KOA	Saco, ME	C	790	3,576	—	5,134	790	8,710	9,500	1,142	2014	(A)
Saddle Oak Club	Ocala, FL	B	730	6,743	—	1,427	730	8,170	8,900	5,825	1995	(A)
Saddlebrook	San Marcos, TX	C	1,703	11,843	—	21,588	1,703	33,431	35,134	10,625	2002	(C)
San Pedro RV Resort & Marina (6)	Islamorada, FL	—	3,110	2,416	—	(2,376)	3,110	40	3,150	—	2016	(A)
Sandy Lake MH & RV Resort	Carrolton, TX	—	730	17,837	—	1,127	730	18,964	19,694	967	2016	(A)
Saralake Estates	Sarasota, FL	—	6,540	11,403	—	705	6,540	12,108	18,648	638	2016	(A)
Savanna Club	Port St. Lucie, FL	D	12,810	79,887	—	195	12,810	80,082	92,892	6,895	2015	(A&C)
Scio Farms Estates (3)	Ann Arbor, MI	B	2,300	22,659	(12)	14,754	2,288	37,413	39,701	23,970	1995	(A&C)
Sea Air Village	Rehoboth Beach, DE	—	1,207	10,179	—	2,371	1,207	12,550	13,757	6,265	1997	(A)
Sea Breeze Resort (6)	Islamorada, FL	—	7,390	4,616	—	(4,438)	7,390	178	7,568	—	2016	(A)
Seaport RV Resort	Old Mystic, CT	C	120	290	—	2,369	120	2,659	2,779	868	2013	(A)
Seashore Campsites RV Park and Campground	Cape May, NJ	D	1,030	23,228	—	2,670	1,030	25,898	26,928	3,458	2014	(A)
Serendipity	North Fort Myers, FL	B	1,160	23,522	—	2,338	1,160	25,860	27,020	2,331	2015	(A)
Settler's Rest RV Resort	Zephyrhills, FL	—	1,760	7,685	—	980	1,760	8,665	10,425	452	2016	(A)
Shadow Wood Village	Hudson, FL	—	4,520	3,898	—	819	4,520	4,717	9,237	225	2016	(A)
Shady Pines MH & RV Resort	Galloway Township, NJ	—	1,060	3,768	—	793	1,060	4,561	5,621	230	2016	(A)
Shady Road Villas	Ocala, FL	—	450	2,819	—	603	450	3,422	3,872	161	2016	(A)
Sheffield Estates	Auburn Hills, MI	C	778	7,165	—	2,260	778	9,425	10,203	3,829	2006	(A)
Shell Creek RV Resort & Marina	Punta Gorda, FL	E	2,200	9,662	—	884	2,200	10,546	12,746	538	2016	(A)
Sherkston Shores Beach Resort & Campground	Sherkston, ON (1)	—	22,750	97,164	283	3,712	23,033	100,876	123,909	5,445	2016	(A)

Siesta Bay RV Park	Ft. Myers, FL	A	2,051	18,549	4	4,735	2,055	23,284	25,339	14,748	1996	(A)
Silver Birches RV Resort & Campground	Lambton Shores, ON[1]	—	880	1,540	11	355	891	1,895	2,786	93	2016	(A)

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			Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at December 31, 2017					
Property Name	**Location**	**Encumbrance**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Total**	**Accumulated Depreciation**	**Date**	**Acquired (A) or Constructed (C)**
Silver Springs	Clinton Township, MI	B	861	16,595	—	3,964	861	20,559	21,420	4,509	2012	(A)
Sky Harbor	Cheektowaga, NY	A	2,318	24,253	—	4,179	2,318	28,432	30,750	3,238	2014	(A)
Skyline	Fort Collins, CO	E	2,260	12,120	—	689	2,260	12,809	15,069	1,566	2014	(A)
Southern Charm RV Resort	Zephyrhills, FL	E	4,940	17,366	—	1,303	4,940	18,669	23,609	999	2016	(A)
Southern Hills/Northridge Place	Stewartville, MN	E	360	12,723	—	10,709	360	23,432	23,792	2,439	2014	(A&C)
Southern Pines	Bradenton, FL	—	1,710	3,337	—	852	1,710	4,189	5,899	207	2016	(A)
Southfork	Belton, MO	A	1,000	9,011	—	8,003	1,000	17,014	18,014	8,615	1997	(A)
Southport Springs	Zephyrhills, FL	B	15,060	17,229	—	1,999	15,060	19,228	34,288	1,652	2015	(A&C)
Southwood Village	Grand Rapids, MI	—	300	11,517	—	1,878	300	13,395	13,695	3,150	2011	(A)
Spanish Main MH & RV Resort	Thonotasassa, FL	—	2,390	8,159	—	1,496	2,390	9,655	12,045	478	2016	(A)
St. Clair Place	St. Clair, MI	A	501	2,029	—	2,111	501	4,140	4,641	2,127	1998	(A)
Stonebridge (5)	Richfield Twp., MI	—	2,044	—	246	2,137	2,290	2,137	4,427	—	1998	(C)
Stonebridge (3)	San Antonio, TX	C	2,515	2,096	(615)	6,884	1,900	8,980	10,880	4,761	2000	(A&C)
Stonebrook	Homosassa, FL	B	650	14,063	—	507	650	14,570	15,220	1,238	2015	(A)
Summit Ridge (3)	Converse, TX	C	2,615	2,092	(883)	22,019	1,732	24,111	25,843	7,962	2000	(A&C)
Sun -N-Fun RV Resort (3)	Sarasota, FL	D	50,952	117,457	(139)	2,908	50,813	120,365	171,178	6,967	2016	(A)
Sun Valley	Apache Junction, AZ	D	2,750	18,408	—	1,010	2,750	19,418	22,168	2,318	2014	(A)
Sun Villa Estates (3)	Reno, NV	B	2,385	11,773	(1,103)	1,479	1,282	13,252	14,534	8,078	1998	(A)
Suncoast Gateway	Port Richey, FL	—	594	300	—	916	594	1,216	1,810	239	2016	(A)
Sundance	Zephyrhills, FL	B	890	25,306	—	955	890	26,261	27,151	2,237	2015	(A)
Sunlake Estates	Grand Island, FL	D	6,290	24,084	—	1,181	6,290	25,265	31,555	2,162	2015	(A)
Sunset Beach RV Resort	Cape Charles, VA	—	3,800	24,030	—	—	3,800	24,030	27,830	1,275	2016	(A)
Sunset Harbor at Cow Key Marina	Key West, FL	—	8,570	7,636	—	391	8,570	8,027	16,597	396	2016	(A)
Sunset Lakes RV Resort (4)	Hillsdale, IL	—	1,840	5,995	—	539	1,840	6,534	8,374	119	2017	(A)
Sunset Ridge (3)	Portland, MI	C	2,044	—	(9)	19,492	2,035	19,492	21,527	8,176	1998	(C)
Sunset Ridge	Kyle, TX	C	2,190	2,775	—	6,485	2,190	9,260	11,450	4,730	2000	(A&C)
Swan Meadow Village (3)	Dillon, CO	E	2,140	19,734	—	(472)	2,140	19,262	21,402	2,339	2014	(A)
Sweetwater RV Resort	Zephyrhills, FL	E	1,340	9,113	—	958	1,340	10,071	11,411	538	2016	(A)
Sycamore Village	Mason, MI	—	390	13,341	—	3,871	390	17,212	17,602	4,320	2011	(A)
Tallowwood Isle	Coconut Creek, FL	—	13,796	20,797	—	714	13,796	21,511	35,307	1,075	2016	(A)

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			Initial Cost to Company		Costs Capitalized Subsequent to Acquisition (Improvements)		Gross Amount Carried at December 31, 2017					
Property Name	Location	Encumbrance	Land	Depreciable Assets	Land	Depreciable Assets	Land	Depreciable Assets	Total	Accumulated Depreciation	Date	Acquired (A) or Constructed (C)
Tamarac Village	Ludington, MI	—	300	12,028	85	3,461	385	15,489	15,874	3,342	2011	(A)
Tampa East	Dover, FL	A	734	6,310	—	4,670	734	10,980	11,714	4,441	2005	(A)
Three Lakes	Hudson, FL	C	5,050	3,361	—	2,401	5,050	5,762	10,812	1,432	2012	(A)
Thunderhill Estates	Sturgeon Bay, WI	E	640	9,008	—	1,326	640	10,334	10,974	1,308	2014	(A)
Timber Ridge	Ft. Collins, CO	B	990	9,231	—	2,915	990	12,146	13,136	7,652	1996	(A)
Timberline Estates	Coopersville, MI	B	535	4,867	—	5,344	535	10,211	10,746	6,095	1994	(A)
Town & Country Mobile Village	Traverse City, MI	A	406	3,736	—	1,726	406	5,462	5,868	3,438	1996	(A)
Town & Country Village	Lisbon, ME	E	230	4,539	—	2,012	230	6,551	6,781	862	2014	(A)
Trailside RV Resort & Campground	Seguin, ON [(1)]	—	3,690	3,650	46	546	3,736	4,196	7,932	222	2016	(A)
Travelers World RV Resort	San Antonio, TX	—	790	7,952	—	1,399	790	9,351	10,141	514	2016	(A)
Treetops RV Resort	Arlington, TX	—	730	9,831	—	1,107	730	10,938	11,668	583	2016	(A)
Vallecito	Newbury Park, CA	D	25,766	9,814	—	772	25,766	10,586	36,352	517	2016	(A)
The Valley	Apopka, FL	—	2,530	5,660	—	1,029	2,530	6,689	9,219	320	2016	(A)
Verde Plaza	Tucson, AZ	—	710	7,069	—	1,575	710	8,644	9,354	402	2016	(A)
Victor Villa	Victorville, CA	D	2,510	20,408	—	1,362	2,510	21,770	24,280	1,109	2016	(A)
The Villas at Calla Pointe	Cheektowaga, NY	A	380	11,014	—	147	380	11,161	11,541	1,332	2014	(A)
Vines RV Resort	Paso Robles, CA	C	890	7,110	—	1,662	890	8,772	9,662	1,413	2013	(A)
Vista del Lago	Scotts Valley, CA	D	17,830	9,456	—	751	17,830	10,207	28,037	401	2016	(A)
Vista del Lago MH & RV Resort	Bradenton, FL	E	3,630	5,329	—	794	3,630	6,123	9,753	320	2016	(A)
Vizcaya Lakes	Port Charlotte, FL	C	670	4,221	—	510	670	4,731	5,401	371	2015	(A)
Wagon Wheel RV Resort & Campground	Old Orchard Beach, ME	C	590	7,703	—	3,043	590	10,746	11,336	2,257	2013	(A)
Walden Woods	Homosassa, FL	D / B	1,550	26,375	—	1,017	1,550	27,392	28,942	2,320	2015	(A)
Warren Dunes Village	Bridgman, MI	C	310	3,350	—	7,963	310	11,313	11,623	1,463	2011	(A&C)
Water Oak Country Club Estates	Lady Lake, FL	D	2,834	16,706	101	25,472	2,935	42,178	45,113	20,493	1993	(A&C)
Waters Edge RV Resort	Zephyrhills, FL	E	1,180	5,450	—	1,288	1,180	6,738	7,918	350	2016	(A)
Waverly Shores Village	Holland, MI	B	340	7,267	450	3,212	790	10,479	11,269	1,684	2011	(A&C)
West Village Estates	Romulus, MI	B	884	19,765	—	4,604	884	24,369	25,253	4,930	2012	(A)
Westbrook	Toledo, OH	B	355	3,295	—	659	355	3,954	4,309	1,983	2001	(A)

Senior Village											
Westbrook Village	Toledo, OH	B	1,110	10,462	—	5,103	1,110	15,565	16,675	8,416	1999	(A)

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Property Name	**Location**	**Encumbrance**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Land**	**Depreciable Assets**	**Total**	**Accumulated Depreciation**	**Date**	**Acquired (A) or Constructed (C)**
Westside Ridge	Auburndale, FL	D	760	10,714	—	702	760	11,416	12,176	984	2015	(A)
Westward Ho RV Resort & Campground	Glenbeulah, WI	C	1,050	5,642	—	2,475	1,050	8,117	9,167	1,565	2013	(A)
White Lake Mobile Home Village	White Lake, MI	B	672	6,179	—	10,472	672	16,651	17,323	9,244	1997	(A&C)
Wild Acres RV Resort & Campground	Old Orchard Beach, ME	C	1,640	26,786	—	4,250	1,640	31,036	32,676	6,558	2013	(A)
Wildwood Community	Sandwich, IL	D	1,890	37,732	—	888	1,890	38,620	40,510	4,641	2014	(A)
Willow Lake RV Resort & Campground	Scotland, ON [(1)]	—	1,260	2,275	16	346	1,276	2,621	3,897	125	2016	(A)
Willowbrook Place	Toledo, OH	B	781	7,054	—	4,719	781	11,773	12,554	6,350	1997	(A)
Willowood RV Resort & Campground	Amherstberg, ON [(1)]	—	1,160	1,490	14	295	1,174	1,785	2,959	94	2016	(A)
Windham Hills Estates	Jackson, MI	—	2,673	2,364	—	19,792	2,673	22,156	24,829	10,405	1998	(A&C)
Windmill Village	Davenport, FL	B	7,560	36,294	—	1,371	7,560	37,665	45,225	3,214	2015	(A)
Windsor Woods Village	Wayland, MI	C	270	5,835	—	3,623	270	9,458	9,728	2,704	2011	(A)
Wine Country RV Resort	Paso Robles, CA	C	1,740	11,510	—	3,525	1,740	15,035	16,775	1,987	2014	(A&C)
Woodhaven Place	Woodhaven, MI	B	501	4,541	—	5,411	501	9,952	10,453	4,777	1998	(A)
Woodlake Trails [(3)]	San Antonio, TX	C	1,186	287	(56)	13,399	1,130	13,686	14,816	4,257	2000	(A&C)
Woodland Lake RV Resort and Campground	Bornholm, ON [(1)]	—	1,650	2,165	21	476	1,671	2,641	4,312	140	2016	(A)
Woodland Park Estates	Eugene, OR	—	1,592	14,398	—	903	1,592	15,301	16,893	9,639	1998	(A)
Woodlands at Church Lake	Groveland, FL	B	2,480	9,072	—	1,160	2,480	10,232	12,712	874	2015	(A)
Woodside Terrace	Holland, OH	B	1,063	9,625	—	8,674	1,063	18,299	19,362	9,602	1997	(A)
			1,098,583	4,294,673	9,255	1,480,368	1,107,838	5,775,041	6,882,879	1,237,525		

A These communities collateralize $411.1 million of secured debt.
B These communities collateralize $1.0 billion of secured debt.
C These communities support the borrowing base for our secured line of credit, which had $41.8 million outstanding.
D These communities collateralize $1.0 billion of secured debt.
E These communities collateralize $388.8 million of secured debt.

(1) Gross amount carried at December 31, 2017, at our Canadian properties, reflects the impact of foreign currency translation.
(2) All or part of this property is subject to ground lease.
(3) Gross amount carried at December 31, 2017 has decreased at this property due to a partial disposition of Land or Depreciable Assets, as applicable.
(4) This property was acquired during 2017. The purchase price allocations and related values shown in the table above are preliminary and may be adjusted as final costs and valuations are determined.
(5) This property was not included in our community count as of December 31, 2017 as it was not fully developed (or Corporate Headquarters).
(6) This property was impaired as a result of Hurricane Irma in September 2017.

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The change in investment property for the years ended December 31, 2017, 2016, and 2015 is as follows:

	Years Ended December 31,		
	2017	**2016**	**2015**
Beginning balance	$ 6,496,339	$ 4,573,522	$ 3,363,917
Community and land acquisitions, including immediate improvements	204,375	1,822,564	1,214,482
Community expansion and development	88,331	47,958	28,660
Improvements, other	168,315	113,803	195,439
Asset impairment	(10,511)	—	—
Dispositions and other	(63,970)	(61,508)	(228,976)
Ending balance	$ 6,882,879	$ 6,496,339	$ 4,573,522

The change in accumulated depreciation for the years ended December 31, 2017, 2016, and 2015 is as follows:

	Years Ended December 31,		
	2017	**2016**	**2015**
Beginning balance	$ 1,026,858	$ 852,407	$ 795,753
Depreciation for the period	236,422	201,157	159,706
Asset impairment	(405)	—	—
Dispositions and other	(25,350)	(26,706)	(103,052)
Ending balance	$ 1,237,525	$ 1,026,858	$ 852,407

SUN COMMUNITIES, INC.

ARTICLES OF RESTATEMENT

THIS IS TO CERTIFY THAT:

FIRST: Sun Communities, Inc., a Maryland corporation (the "Corporation"), desires to restate its charter as currently in effect.

SECOND: The provisions set forth in the Articles of Restatement are all the provisions of the charter currently in effect.

THIRD: The restatement of the charter has been approved by a majority of the entire Board of Directors of the Corporation.

FOURTH: The charter is not amended by the Articles of Restatement.

FIFTH: The current address of the principal office of the Corporation is as set forth in Article IV of the Articles of Restatement.

SIXTH: The name and address of the Corporation's current resident agent is as set forth in Article IV of the Articles of Restatement.

SEVENTH: The number of directors of the Corporation and the names of those currently in office are as set forth in Article VI of the Articles of Restatement.

EIGHTH: The charter is hereby restated to read as follows:

ARTICLE I

INCORPORATION

Marc A. Gillis, whose post office address was 30600 Telegraph Road, Bingham Farms, Michigan, and Claudia L. Saari, whose post office address was 30600 Telegraph Road, Bingham Farms, Michigan, each being at least 18 years of age, formed the Corporation under the general laws of the State of Maryland on July 23, 1993 by filing Articles of Incorporation with the Maryland State Department of Assessments and Taxation.

ARTICLE II

NAME

The name of the corporation (the "Corporation") is

Sun Communities, Inc.

ARTICLE III

<u>PURPOSE</u>

The purposes for which the Corporation is formed are to engage in any lawful act or activity including, without limitation or obligation, engaging in business as a real estate investment trust under the Internal Revenue Code of 1986, as amended, or any successor statute (the “Code”) for which corporations may be organized under the general laws of the State of Maryland as of now or hereinafter in force. For purposes of these Articles “REIT” means a real estate investment trust under Section 856 through 860 of the Code.

ARTICLE IV

<u>PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT</u>

The post office address of the principal office of the Corporation in the State of Maryland is c/o National Registered Agents, Inc. of MD, 300 E. Lombard Street, Baltimore, MD 21202. The name and address of the resident agent of the Corporation in the State of Maryland is National Registered Agents, Inc. of MD, 2405 York Road, Suite 201, Lutherville Timonium, MD 21093-2264. The resident agent is a corporation located in the State of Maryland.

ARTICLE V

<u>STOCK</u>

Section 1. <u>Authorized Shares</u>. The total number of shares of stock which the Corporation has authority to issue is 200,000,000 shares, of which 180,000,000 shares are shares of Common Stock, $0.01 per value per share (“Common Stock”), and 20,000,000 shares are shares of Preferred Stock, $0.01 par value per share (“Preferred Stock”). The aggregate par value of all authorized shares of stock having par value is $2,000,000.00. 6,364,770 shares of the authorized Preferred Stock are hereby designated 6.50% Series A-4 Cumulative Convertible Preferred Stock, $0.01 par value (“Series A-4 Preferred Stock”).

Section 2. <u>Voting Rights</u>. Subject to the provisions of Article VII regarding Excess Stock (as such term is defined therein), each share of Common Stock shall entitle the holder thereof to one (1) vote. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its common stock, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

Section 3. <u>Issuance of Preferred Stock</u>.

(i) General. The Preferred Stock may be issued from time to time, in one or more series as authorized by the Board of Directors. Prior to issuance of shares of each series, the Board of Directors by resolution shall designate that series to distinguish it from all other series and classes of stock of the Corporation, shall specify the number of shares to be included in the series and, subject to the provisions of Article VII regarding Excess Stock, shall set the terms, preferences, conversion, other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption. Subject to the express terms of any other series of Preferred Stock outstanding at the time and notwithstanding any other provision of the charter, the Board of Directors may increase or decrease the number of shares of, or alter the designation or classify or reclassify, any unissued shares of any series of Preferred Stock by setting or changing, in any one or more respects from time to time before issuing the shares and subject to the provisions of Article VII regarding Excess Stock, the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the shares of any terms of Preferred Stock.

(ii) Series A-4 Cumulative Convertible Preferred Stock. The Series A-4 Preferred Stock shall have the designation, number of shares, preferences, conversion and other rights, voting powers, restrictions and limitation as to dividends and other distributions, qualifications and terms and conditions of redemption as is set forth on Exhibit A, attached hereto and incorporated by reference herein.

Section 4. Charter and Bylaws. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of the charter and the Bylaws of the Corporation.

ARTICLE VI

PROVISIONS FOR DEFINING, LIMITING AND REGULATING CERTAIN POWERS OF THE CORPORATION AND OF THE STOCKHOLDERS AND DIRECTORS

Section 1. Number and Classification. The number of directors of the Corporation is eight (8), which number may be increased or decreased only by the Board of Directors pursuant to the Bylaws of the Corporation, but shall never be less than the minimum number required by the Maryland General Corporation Law (the “MGCL”). Beginning with the 2014 annual meeting of stockholders, directors shall be elected for a term expiring at the next annual meeting of stockholders. Each director shall hold office until his or her term expires and until his or her successor is duly elected and qualifies, subject to his or her prior death, resignation, retirement, disqualification or removal from office. The names of the current directors of the Corporation, who shall serve until their successors are elected and qualified, subject to his or her prior death, resignation, retirement, disqualification or removal from office, are as follows, with one vacancy:

Meghan G. Baivier
Stephanie W. Bergeron
Brian M. Hermelin
Ronald A. Klein

Clunet R. Lewis
Gary A. Shiffman
Arthur A. Weiss

Section 2. Removal/Vacancies.

(i) Removal. A director may be removed only for cause and only by the affirmative vote of at least two-thirds (2/3) of all the votes entitled to be cast for the election of directors. A special meeting of the stockholders may be called, in accordance with the Bylaws of the Corporation, for the purpose of removing a director.

(ii) Vacancies. Vacancies on the Board of Directors as a result of the death or resignation of a director or an increase in the size of the Board of Directors shall be subject to Section 3-804(c) of the MGCL.

Section 3. Authorization by Board of Stock Issuance. The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of the stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the charter or the Bylaws of the Corporation or in the general laws of the State of Maryland.

Section 4. Preemptive Rights. Except as may be provided by the Board of Directors in authorizing the issuance of shares of Preferred Stock pursuant to Article V, Section 3, no holder of shares of stock of the Corporation shall have any preemptive right to purchase or subscribe for any additional shares of the stock of the Corporation or any other security of the Corporation which it may issue or sell.

Section 5. Indemnification. The Corporation shall have the power, to the maximum extent permitted by Maryland law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (i) any individual who is a present or former director or officer of the Corporation or (ii) any individual who, while a director of the Corporation and at the request of the Corporation, serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director, officer, partner or trustee of such corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Corporation shall have the power, with the approval of its Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Section 6. Advisor Agreements. Subject to such approval of stockholders and other conditions, if any, as may be required by any applicable statute, rule or regulation, the Board of Directors may authorize the execution and performance by the Corporation of one or more agreements with any person, corporation, association, company, trust, partnership (limited or general) or other organization whereby, subject to the supervision and control of the Board of

Directors, any such other person, corporation, association, company, trust, partnership (limited or general) or other organization (the "Advisor") shall render or make available to the Corporation managerial, investment, advisory and/or related services, office space and other services and facilities (including, if deemed advisable by the Board of Directors, the management or supervision of the investments of the Corporation) upon such terms and conditions as may be provided in such agreement or agreements (including, if deemed fair and equitable by the Board of Directors, the compensation payable thereunder by the Corporation).

Section 7. Related Party Transactions. Without limiting any other procedures available by law or otherwise by the Corporation, the Board of Directors may authorize any agreement of the character described in Section 6 of this Article VI or other transaction with any person, corporation, association, company, trust, partnership (limited or general) or other organization although one or more of the directors or officers of the Corporation may be a party to any such agreement or an officer, director, stockholder or member of such other party and no such agreement or transaction shall be invalidated or rendered void or voidable solely by reason of the existence of any such relationship if the existence is disclosed or known to the Board of Directors, and the contract or transaction is approved by the affirmative vote of a majority of the disinterested directors, even if they constitute less than a quorum of the Board. Any director of the Corporation who is also a director, officer, stockholder or member of such other entity may be counted in determining the existence of a quorum at any meeting of the Board of Directors considering such matter.

Section 8. Determinations by Board. The determination as to any of the following matters, made in good faith by or pursuant to the direction of the Board of Directors consistent with the charter of the Corporation and in the absence of actual receipt of an improper benefit in money, property or services, or active and deliberate dishonesty established by a court, shall be final and conclusive and shall be binding upon the Corporation and every holder of shares of its stock: the amount of the net income of the Corporation for any period and the amount of assets at the anytime legally available for the payment of dividends, redemption of its stock or the payment of other distributions on its stock; the amount of paid-in surplus, net assets, other surplus, annual or other net profit, net assets in excess of capital, undivided profits or excess of profits over losses on sales of assets; the amount, purpose, time of creation, increase or decrease, alteration or cancellation of any reserves or charges the propriety thereof (whether or not any obligation or liability or which such reserves or charges shall have been created shall have been paid or discharged); the fair value, or any sale, bid or asked price to be applied in determining the fair value, of any asset owned or held by the Corporation; and any matters relating to the acquisition, holding an disposition of any assets by the Corporation.

Section 9. Reserved Powers of Board. The enumeration and definition of particular powers of the Board of Directors included in this Article VI shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other provision of the charter of the Corporation, or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board of Directors under the general laws of the State of Maryland as now or hereafter in force.

Section 10. REIT Qualification. The Board of Directors shall use its reasonable best efforts to cause the Corporation and its stockholders to qualify for U.S. Federal income tax treatment in accordance with the provisions of the Code applicable to a REIT. In furtherance of the foregoing, the Board of Directors shall use its reasonable best efforts to take such actions as are necessary, and may take such actions as in its sole judgment and discretion are desirable, to preserve the status of the Corporation as a REIT; provided, however, that if the Board of Directors determines that it is no longer in the best interests of the Corporation to continue to have the Corporation qualify as a REIT, the Board of Directors may revoke or otherwise terminate the Corporation's REIT election pursuant to Section 856(g) of the Code.

ARTICLE VII

RESTRICTION ON TRANSFER, ACQUISITION AND REDEMPTION OF SHARES

Section 1. Definitions. For the purposes of this Article VII, the following terms shall have the following meanings:

"Beneficial Ownership" shall mean ownership of Equity Stock by a Person who would be treated as an owner of such Equity Stock under Section 542(a)(2) of the Code either directly or constructively through the application of Section 544 of the Code, as modified by Section 856(h)(1)(B) of the Code. The terms "Beneficial Owner," "Beneficially Owns," "Beneficially Own" and "Beneficially Owned" shall have the correlative meanings.

"Beneficiary" shall mean the beneficiary of the Trust as determined pursuant to Section 18 of this Article VII.

"Debt" shall mean indebtedness of (i) the Corporation or (ii) Sun Communities Operating Limited Partnership, a Michigan limited partnership, or any predecessor thereof.

"Equity Stock" shall mean stock that is either Common Stock or Preferred Stock.

"Exempt Holder" shall mean (i) Milton M. Shiffman, Gary A. Shiffman and Robert B. Bayer, (ii) any trustee, personal representative, attorney-in-fact or other representative or agent, to the extent acting for any person, or the estate of any person, designated in subparagraph (i), or (iii) any brother, sister, spouse, ancestor, or lineal descendant of any person designated in subparagraph (i).

"Initial Public Offering" means that sale of shares of Common Stock pursuant to the Corporation's first effective registration statement for such Common Stock filed under the Securities Act of 1933, as amended.

"Market Price" shall mean the last sales price reported on the New York Stock Exchange of Common Stock or Preferred Stock, as the case may be, on the trading day immediately preceding the relevant date, or if not then traded on the New York Stock Exchange, the last reported sales price of the Common Stock or Preferred Stock, as the case may be, on the trading day immediately preceding the relevant date as reported on any exchange or quotation system over which the Common Stock or Preferred Stock, as the case may be, may be traded, or if not then traded over any exchange or quotation system, then the market price of the Common Stock or Preferred Stock, as the case may be, on the relevant date as determined in good faith by the Board of Directors of the Corporation.

"OP Units" shall mean units of limited partnership interests in Sun Communities Operating Limited Partnership, a Michigan limited partnership.

"Ownership Limit" shall initially mean nine and eight-tenths percent (9.8%), in number of shares or value, of the outstanding Equity Stock of the Corporation, and after any adjustment as set forth in Section 9 of this Article VII, shall mean such greater percentage of the outstanding Equity Stock as so adjusted. The number and value of shares of the outstanding Equity Stock of the Corporation shall be determined by the Board of Directors in good faith, which determination shall be conclusive for all purposes hereof.

"Person" shall mean an individual, corporation, partnership, estate, trust (including a trust qualified under Section 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the mean of Section 509(a) of the Code, joint stock company or other entity; but does not include an underwriter which participated in a public offering of the Common Stock and/or Preferred Stock for a period of twenty-five (25) days following the purchase by such underwriter of the Common Stock and/or Preferred Stock.

"Purported Beneficial Transferee" shall mean, with respect to any purported Transfer which results in Excess Stock (as defined below in Section 3 of this Article VII), the purported beneficial transferee for whom the Purported Record Transferee would have acquired shares of Equity Stock, if such Transfer had been valid under Section 2 of this Article VII.

"Purported Record Transferee" shall mean, with respect to any purported Transfer which results in Excess Stock, the record holder of the Equity Stock if such Transfer had been valid under Section 2 of this Article VII.

"Restriction Termination Date" shall mean the first day after the date of the Initial Public Offering on which the Board of Directors of the Corporation determines that it is no longer in the best interests of the Corporation to attempt to, or continue to, qualify as a REIT.

"Transfer" shall mean any sale, transfer, gift, assignment, devise or other disposition of Equity Stock (including (i) the granting of any option or entering into any agreement for the sale, transfer or other disposition of Equity Stock or (ii) the sale, transfer, assignment or other disposition of any securities or rights convertible into or exchangeable for Equity Stock, but excluding the exchange of OP Units or Debt for Equity Stock), whether voluntary or involuntary, whether of record or beneficially and whether by operation of law or otherwise. The terms “Transfers” and “Transferred” shall have the correlative meanings.

“Trust” shall mean the trust created pursuant to Section 14 of this Article VII.

“Trustee” shall mean the Corporation as trustee for the Trust and any successor trustee appointed by the Corporation.

Section 2. Ownership Limitation. (i) Except as provided in Section 11 of this Article VII, from the date of the Initial Public Offering and prior to the Restriction Termination Date, no Person (other than an Exempt Holder) shall Beneficially Own shares of Common Stock and/or Preferred Stock in excess of the Ownership Limit.

(ii) Except as provided in Section 11 of this Article VII, from the date of the Initial Public Offering and prior to the Restriction Termination Date, any Transfer that, if effective, would result in any Person (other than an Exempt Holder) Beneficially Owning Common Stock and/or Preferred Stock in excess of the Ownership Limit shall be void ab initio as to the Transfer of such shares of Common Stock and/or Preferred Stock which would be otherwise Beneficially Owned by such Person in excess of the Ownership Limit; and the intended transferee shall acquire no rights in such shares of Common Stock and/or Preferred Stock.

(iii) Except as provided in Section 11 of this Article VII, from the date of the Initial Public Offering and prior to the Restriction Termination Date, any Transfer that, if effective, would result in the Common Stock and/or Preferred Stock being Beneficially Owned by less than 100 Persons (determined without reference to any rules of attribution) shall be void ab initio as to Transfer of such shares of Common Stock and/or Preferred Stock which would be otherwise Beneficially Owned by the transferee; and the intended transferee shall acquire no rights in such shares of Common Stock and/or Preferred Stock.

(iv) From the date of the Initial Public Offering and prior to the Restriction Termination Date, any Transfer that, if effective, would result in the Corporation being “closely held” within the meaning of Section 856(h) of the Code shall be void ab initio as to the Transfer of the shares of Common Stock and/or Preferred Stock which would cause the Corporation to be “closely held” within the meaning of Section 856(h) of the Code; and the intended Transferee shall acquire no rights in such shares of Common Stock and/or Preferred Stock.

Section 3. Excess Stock. (i) If, notwithstanding the other provisions contained in this Article VII, at any time after the date of the Initial Public Offering and prior to the Restriction Termination Date, there is a purported Transfer or other change in the capital structure of the Corporation (except for a change resulting from the exchange of OP Units or Debt for Equity Stock) such that any Person would Beneficially Own Common Stock and/or Preferred Stock in excess of the Ownership Limit, then, except as otherwise provided in Section 11, such shares of Common Stock and/or Preferred Stock in excess of the Ownership Limit (rounded up to the nearest whole share) shall constitute “Excess Stock” and be treated as provided in this Article VII. Such designation and treatment shall be effective as of the close of business on the business day prior to the date of the purported Transfer or change in capital structure (except for a change resulting from the exchange of OP Units or Debt for Equity Stock).

(ii) If, notwithstanding the other provisions contained in this Article VII, at any time after the date of the Initial Public Offering and prior to the Restriction Termination Date, there is a purported Transfer or other change in the capital structure of the Corporation (except for a change resulting from the exchange of OP Units or Debt for Equity Stock) which, if effective, would cause the corporation to become “closely held” within the meaning of Section 856(h) of the Code, then the shares of Common Stock and/or Preferred Stock being Transferred which would cause the Corporation to be “closely held” within the meaning of Section 856(h) of the Code (rounded up to the nearest whole share) shall constitute Excess Stock and be treated as provided in this Article VII. Such designation and treatment shall be effective as of the close of business on the business day prior to the date of the purported Transfer or change in capital structure (except for a change resulting from the exchange of OP Units or Debt for Equity Stock).

Section 4. Prevention of Transfer. If the Board of Directors or its designee shall at any time determine in good faith that a Transfer has taken place in violation of Section 2 of this Article VII or that a Person intended to acquire or has attempted to acquire beneficial ownership (determined without reference to any rules of attribution) or Beneficial Ownership of any shares of stock of the Corporation in violation of Section 2 of this Article VII, the Board of Directors or its designee shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer, including, but not limited to, refusing to give effect to such Transfer on the books of the Corporation or instituting proceedings to enjoin such Transfer; provided, however, that any Transfer or attempted Transfers in violation of subparagraphs Section 2 (ii), (iii) and (iv) of this Article VII shall automatically result in the designation and treatment described in Section 3, irrespective of any action (or non-action) by the Board of Directors.

Section 5. Notice to Corporation. Any Person who acquires or attempts to acquire shares in violation of Section 2 of this Article VII, or any Person who is a transferee such that Excess Stock results under Section 3 of this Article VII, shall immediately give written notice or, in the event of a proposed or attempted Transfer, give at least fifteen (15) days prior written notice to the Corporation of such event and shall provide to the Corporation such other information as the Corporation may request in order to determine the effect, if any, of such Transfer or attempted Transfer on the Corporation’s status as REIT.

Section 6. Information for Corporation. From the date of the Initial Public Offering and prior to the Restriction Termination Date:

(i) every Beneficial Owner or more than five percent (5.0%) (or such other percentage, between ½ of 1% and 5%, as provided in the income tax regulations promulgated under the Code) of the number or value of outstanding shares of Equity Stock of the Corporation shall, within thirty (30) days after January 1 of each year, give written notice to the Corporation stating the name and address of such Beneficial Owner, the number of shares Beneficially Owned, and a description of how such shares are held. Each such Beneficial Owner shall provide to the Corporation such additional information as the Corporation may reasonably request in order to determine the effect, if any, of such Beneficial Ownership on the Corporation's status as a REIT.

(ii) each Person who is a Beneficial Owner of Common Stock and/or Preferred Stock and each person (including the stockholder of record) who is holding Common Stock and/or Preferred Stock for a Beneficial Owner shall provide to the Corporation such information that the Corporation may reasonably request in order to determine the Corporation's status as a REIT, to comply with the requirements of any taxing authority or governmental agency or to determine any such compliance.

Section 7. Other Action by Board. Subject to Section 20 of this Article VII, nothing contained in this Article VII shall limit the authority of the Board of Directors to take such action as it deems necessary or advisable to protect the Corporation and the interests of its stockholders by preservation of the Corporation's status as a REIT.

Section 8. Ambiguities. In the case of an ambiguity in the application of any of the provisions of this Article VII, including any definition contained in Section 1, the Board of Directors shall have the power to determine the application of the provisions of this Article VII with respect to any situation based on the facts known to it.

Section 9. Increase in Ownership Limit. Subject to the limitations provided in Section 10 of this Article VII, the Board of Directors may from time to time increase the Ownership Limit.

Section 10. Limitation on Changes in Ownership Limit. Prior to the modification of any Ownership Limit pursuant to Section 9 of this Article VII, the Board of Directors of the Corporation may require such opinions of counsel, affidavits, undertakings or agreements as it may deem necessary or advisable in order to determine or ensure the Corporation's status as a REIT.

Section 11. Exemptions by Board. The Board of Directors, upon receipt of a ruling from the Internal Revenue Service or an opinion of counsel or other evidence satisfactory to the Board of Directors and upon at least fifteen (15) days written notice from a Transferee prior to the proposed Transfer which, if consummated, would result in the intended Transferee owning shares in excess of the Ownership Limit and upon such other conditions as the Board of Directors may direct, may exempt a Person from the Ownership Limit, as the case may be.

Section 12. Legend. Each certificate for shares of Common Stock and for shares of Preferred Stock shall bear substantially the following legend:

> The securities represented by this certificate are subject to restrictions on transfer for the purpose of the Corporation's maintenance of its status as a real estate investment trust under the Internal Revenue Code of 1986, as amended. Except as otherwise provided pursuant to the charter of the Corporation, no Person may Beneficially Own shares of Common Stock and/or Preferred Stock

in excess of nine and eight-tenths percent (9.8%) (or such greater percentage as may be determined by the Board of Directors of the Corporation) of the number or value of the outstanding Equity Stock of the Corporation (unless such Person is an Exempt Holder). Any Person who attempts or proposes to Beneficially Own shares of Common Stock and/or Preferred Stock in excess of the above limitations must notify the Corporation in writing at least fifteen (15) days prior to such proposed or attempted Transfer. All capitalized terms in this legend have the meanings defined in the charter of the Corporation, a copy of which, including the restrictions on transfer, will be sent without charge to each stockholder who so requests. If the restrictions on transfer are violated, the securities represented hereby will be designated and treated as shares of Excess Stock which will be held in trust by the Corporation.

Section 13. Severability. If any provision of this Article VII or any application of any such provision is determined to be void, invalid or unenforceable by any court having jurisdiction over the issue, the validity and enforceability of the remaining provisions shall not be affected and other applications of such provision shall be affected only to the extent necessary to comply with the determination of such court.

Section 14. Trust for Excess Stock. Upon any purported Transfer that results in Excess Stock pursuant to Section 3 of this Article VII, such Excess Stock shall be deemed to have been transferred to the Corporation, as Trustee of a Trust for the benefit of such Beneficiary or Beneficiaries to whom an interest in such Excess Stock may later be transferred pursuant to Section 18 of this Article VII. Shares of Excess Stock so held in trust shall be issued and outstanding stock of the Corporation. The Purported Record Transferee shall have no rights in such Excess Stock except the right to designate a transferee of such Excess Stock upon the terms specified in Section 18 of this Article VII. The Purported Beneficial Transferee shall have no rights in such Excess Stock except as provided in Section 18 of this Article VII.

Section 15. No Dividends for Excess Stock. Excess Stock shall not be entitled to any dividends. Any dividend or distribution paid prior to the discovery by the Corporation that the shares of Common Stock and/or Preferred Stock have been transferred so as to be deemed Excess Stock shall be repaid to the Corporation upon demand.

Section 16. Liquidation Distributions for Excess Stock. Subject to the preferential rights of the Preferred Stock, if any, as may be determined by the Board of Directors of the Corporation, in the event of any voluntary or involuntary liquidation, dissolution or winding up of, or any other distribution of all or substantially all of the assets of, the Corporation, each holder of shares of Excess Stock shall be entitled to receive, in the case of Excess Stock constituting Preferred Stock, ratably with each other holder of Preferred Stock and Excess Stock constituting Preferred Stock and, in the case of Excess Stock constituting Common Stock, ratably with each other holder of Common Stock and Excess Stock constitution Common Stock, that portion of the assets of the Corporation available for distribution to its stockholders as the number of shares of the Excess Stock held by such holder bears to the total number of shares of (i) Preferred Stock and Excess Stock then outstanding in the case of Excess Stock constituting Common Stock and (ii) Common Stock and Excess Stock then outstanding in the case of Excess Stock constituting Common Stock. The Corporation, as holder of the Excess Stock in trust, or if the Corporation shall have been dissolved, any trustee appointed by the Corporation prior to its dissolution shall distribute ratably to the Beneficiaries of the Trust, when determined, any such assets received in respect of the Excess Stock in any liquidation, dissolution or winding up of, or any distribution of the assets of the Corporation.

Section 17. No Voting Rights for Excess Stock. The holders of shares of Excess Stock shall not be entitled to vote on any matter.

Section 18. Non-Transferability of Excess Stock. Excess Stock shall not be transferable. The Purported Record Transferee may freely designate a Beneficiary of an interest in the Trust (representing the number of shares of Excess Stock held by the Trust attributable to a purported Transfer that resulted in the Excess Stock), if (i) the shares of Excess Stock held in the Trust would not be Excess Stock in the hands of such Beneficiary and (ii) the Purported Beneficial Transferee does not receive a price for designating such Beneficiary that reflects a price per share for such Excess Stock that exceeds (x) the price per share such Purported Beneficial Transferee paid for the Common Stock and/or Preferred Stock, as the case may be, in the purported Transfer that resulted in the Excess Stock, or (y) if the Purported Beneficial Transferee did not give value for such Excess Stock (through a gift, devise or other transaction), a price per share equal to the Market Price for the shares of the Excess Stock on the date of the purported Transfer that resulted in the Excess Stock. Upon such transfer of an interest in the Trust, the corresponding shares of Excess Stock in the Trust shall be automatically exchanged for an equal number of shares of Common Stock and/or Preferred Stock, as applicable, and such shares of Common Stock and/or Preferred Stock, as applicable, and such shares of Common Stock and/or Preferred Stock, as applicable, shall be transferred of record to the transferee of the interest in the Trust if such shares of Common Stock and/or Preferred Stock, as applicable, would not be Excess Stock in the hands of such transferee. Prior to any transfer of any interest in the Trust, the Purported Record Transferee must give advance notice to the Corporation of the intended transfer and the Corporation must have waived in writing its purchase rights under Section 19 of this Article VII.

Notwithstanding the foregoing if a Purported Beneficial Transferee receives a price for designating a Beneficiary of an interest in the Trust that exceeds the amounts allowable under this Section 18 of this Article VII, such Purported Beneficial Transferee shall pay, or cause such Beneficiary to pay, such excess to the Corporation.

If any of the foregoing restrictions on transfer of Excess Stock are determined to be void, invalid or unenforceable by any court of competent jurisdiction, then the Purported Record Transferee may be deemed, at the option of the Company, to have acted as an agent of the Company in acquiring such Excess Stock and to hold such Excess Stock on behalf of the Company.

Section 19. Call by Corporation on Excess Stock. Shares of Excess Stock shall be deemed to have been offered for sale to the Corporation, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that created such Excess Stock (or, in the case of a devise or gift, the Market Price at the time of such devise or gift) and (ii) the Market Price of the Common Stock or Preferred Stock to which such Excess Stock relates on the date the Corporation, or its designee, accepts such offer. The Corporation shall have the right to accept such offer for a period of ninety (90) days after the later of (i) the date of the Transfer which resulted in such Excess Stock and (ii) the date the Board of Directors determines in good faith that a Transfer resulting in Excess Stock has occurred, if the Corporation does not receive a notice of such Transfer pursuant to Section 5 of this Article VII, but in no event later than a permitted Transfer pursuant to and in compliance with the terms of Section 18 of this Article VII.

Section 20. Settlement. Notwithstanding any provision contained herein to the contrary, nothing in this Charter shall preclude the settlement of any transaction concerning the Corporation's common, preferred or any other class of equity stock effected on the New York Stock Exchange.

ARTICLE VIII

AMENDMENTS

The Corporation reserves the right from time to time to make any amendment to its charter, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in this charter, of any shares of outstanding stock. Any amendment to the charter of the Corporation shall be valid only if such amendment shall have been approved by the affirmative vote of at least two-thirds (2/3) of all the votes entitled to be cast on the matter. All rights and powers conferred by the charter of the Corporation on stockholders, directors and officers are granted subject to this reservation.

ARTICLE IX

LIMITATION OF LIABILITY

To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article IX, nor the adoption or amendment of any other provision of the charter or Bylaws of the Corporation inconsistent with this Article IX, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: The undersigned Chief Executive Officer acknowledges these Articles of Restatement to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement, made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Restatement to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 20 day of February, 2018.

ATTEST:	**SUN COMMUNITIES, INC.**
By: /s/ Karen Dearing	By: /s/ Gary Shiffman
Karen Dearing	Gary Shiffman
Executive Vice President, Chief Financial Officer, Secretary and Treasurer	Chief Executive Officer

EXHIBIT A

Capitalized terms used in this Exhibit A which are defined in the body of the charter and not otherwise defined in this Exhibit A are used herein as so defined in the body of the charter. Certain additional capitalized terms used in this Exhibit A are used as defined in Section 15 below, which definitions shall apply only to the Series A-4 Preferred Stock and shall not affect the definition of such terms as used or as otherwise defined with respect to other series of Preferred Stock or elsewhere in the body of the charter.

1. Designation and Number. A series of Preferred Stock, designated the 6.50% Series A-4 Cumulative Convertible Preferred Stock, $0.01 par value per share (the “Series A-4 Preferred Stock”), is hereby established. The number of authorized shares of Series A-4 Preferred Stock is 6,364,770.

2. Relative Seniority. In respect of rights to receive distributions and to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the Series A-4 Preferred Stock shall rank (i) senior to the Common Stock and any other class or series of Shares of the Corporation, the terms of which specifically provide that such class or series ranks, as to rights to receive distributions and to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, junior to the Series A-4 Preferred Stock, (ii) on a parity with any other class or series of Shares of the Corporation the terms of which specifically provide that such class or series ranks, as to rights to receive distributions and to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, on a parity with the Series A-4 Preferred Stock, and (iii) junior to any class or series of Shares of the Corporation, the terms of which specifically provide that such class or series ranks, as to rights to receive distributions and to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, senior to the Series A-4 Preferred Stock. For the avoidance of doubt: (a) debt securities of the Corporation which are convertible into or exchangeable for Shares of the Corporation or any other debt securities of the Corporation do not constitute a class or series of Shares for purposes of this Section 2, and (b) intentionally omitted.

3. Distributions.

(a) Subject to the preferential rights of the holders of any class or series of Shares of the Corporation ranking senior to the Series A-4 Preferred Stock as to distributions, the holders of the then outstanding Series A-4 Preferred Stock shall be entitled to receive, when, as and if authorized by the Board of Directors and declared by the Corporation, out of any funds legally available therefor, cumulative cash distributions per share at a rate of 6.50% of the $25.00 liquidation preference per year (equivalent to $1.625 per share per year) (the "Distribution Rate"). Such distributions shall accrue and be cumulative from the date of issuance, and will be payable quarterly (such quarterly periods for purposes of payment and accrual will be the quarterly periods ending on the dates specified in this sentence) in arrears in cash on March 31, June 30, September 30 and December 31 of each year (each such day being hereinafter called a "Distribution Payment Date"); provided that, if any Distribution Payment Date is not a Business Day, then the distribution which would otherwise have been payable on such Distribution Payment Date may be paid on the next succeeding Business Day with the same force and effect as if paid on such Distribution Payment Date, and no interest or additional distributions or other sums shall accrue on the amount so payable from such Distribution Payment Date to such next succeeding Business Day.

The amount of distributions payable on each Distribution Payment Date for the Series A-4 Preferred Stock shall be computed by dividing the Distribution Rate by four. The amount of any distribution payable for any period that is shorter or longer than 90 days shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Distributions shall be payable to holders of record as they appear in the stock transfer records of the Corporation at the close of business on the applicable record date (each, a "Distribution Record Date"), which will be the same date set for any quarterly distribution payable to holders of the Common Stock and other Preferred Stock of the Corporation, or on such other date designated by the Board of Directors for the payment of distributions that is not more than 30 nor less than 10 days prior to the applicable Distribution Payment Date. The distributions payable on any Distribution Payment Date shall include distributions accrued from and including the immediately preceding Distribution Payment Date (or, with respect to the first Distribution Payment Date, the original date of issuance) to but not including such Distribution Payment Date.

(b) Notwithstanding any provision to the contrary contained herein, distributions on the Series A-4 Preferred Stock shall accrue and be cumulative, whether or not: (i) the terms and provisions set forth in Section 3(g) below at any time prohibit the declaration, setting aside for payment or current payment of distributions, (ii) the Corporation has earnings, (iii) there are funds legally available for the payment of such distributions or (iv) such distributions have been declared or authorized.

(c) Except as provided in Section 3(d) below, if shares of Series A-4 Preferred Stock are outstanding, unless full cumulative distributions on the Series A-4 Preferred Stock for all past distribution periods have been or contemporaneously are declared and paid in cash or declared and contemporaneously a sum sufficient to pay them in full in cash is set apart for payment, no distributions (other than distributions paid in Common Stock or Shares ranking junior to the Series A-4 Preferred Stock as to distributions and upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or options, warrants or rights to subscribe for or purchase Common Stock or such junior Shares) shall be authorized, declared or paid or set apart for payment and no other distribution shall be authorized, declared or made upon the Common Stock or any other Shares ranking junior to or on parity with the Series A-4 Preferred Stock as to distributions or on voluntary or involuntary liquidation, dissolution or winding up of the Corporation, nor shall any Common Stock or any other such Shares ranking junior to or on parity with the Series A-4 Preferred Stock as to distributions or on voluntary or involuntary liquidation, dissolution or winding up of the Corporation, be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any such Shares) by the Corporation except (i) by conversion into or exchange for Common Stock or such junior Shares, (ii) by redemption, purchase or other acquisition of Common Stock or such junior Shares made for purposes of an incentive, benefit or share purchase plan of the Corporation or any of its subsidiaries or the Partnership or any of its subsidiaries, (iii) for redemptions, purchases or other acquisitions by the Corporation, whether pursuant to any provision of the Charter or otherwise, for the purpose of preserving the Corporation's status as a REIT for U.S. federal income tax purposes or (iv) for any distributions by the Corporation required for it to maintain its status as a REIT for U.S. federal income tax purposes. All references in this Section 3 to "past distribution periods" (and all similar references) shall mean, as of any date, distribution periods with respect to such Shares ending on or prior to such date.

(d) When full cumulative distributions for all past distribution periods are not paid in full in cash (or a sum sufficient for such full payment is not so set apart) upon the Series A-4 Preferred Stock and the Shares of any other class or series ranking on a parity as to distributions with the Series A-4 Preferred Stock, then all distributions declared upon the Series A-4 Preferred Stock and any such other class or series of Shares shall be declared pro rata so that the amount of distributions authorized per share of the Series A-4 Preferred Stock and such other classes or series of Shares shall in all cases bear to each other the same ratio that accumulated, accrued and unpaid distributions per share on the Series A-4 Preferred Stock and such other class or series of Shares (which shall not include any accumulation in respect of unpaid distributions for prior distribution periods if such other class or series does not have a cumulative distribution) bear to each other.

(e) No interest, or sum of money in lieu thereof, shall be payable in respect of any distribution payment or payments on Series A-4 Preferred Stock which may be in arrears, and the holders of shares of Series A-4 Preferred Stock are not entitled to any distributions, whether payable in cash, securities or other property, in excess of the full cumulative distributions described in this Section 3. Except as otherwise expressly provided herein, the Series A-4 Preferred Stock shall not be entitled to participate in the earnings or assets of the Corporation.

(f) Any distribution payment made on the Series A-4 Preferred Stock shall be first credited against the earliest accrued but unpaid distribution due with respect thereto. Any cash distributions paid in respect of Series A-4 Preferred Stock, including any portion thereof which the Corporation elects to designate as "capital gain dividends" (as defined in Section 857 (or any successor provision) of the Internal Revenue Code) or as a return of capital, shall be credited to the cumulative distributions on the Series A-4 Preferred Stock.

(g) No distributions on the Series A-4 Preferred Stock shall be authorized by the Board of Directors or be declared or paid or set apart for payment by the Corporation at such time as the terms and provisions of any agreement of the Corporation, including any agreement relating to its indebtedness, directly or indirectly prohibit authorization, payment or setting apart for payment or provide that such authorization, payment or setting apart for payment would constitute a breach thereof or a default thereunder, or if such declaration, payment or setting apart for payment shall be restricted or prohibited by law.

(h) The Corporation shall remain entitled to receive and retain any interest or other earnings on any money set apart for the payment of distributions on Series A-4 Preferred Stock and holders thereof shall have no claim to such interest or other earnings. To the extent permitted by applicable law, any funds for the payment of distributions on Series A-4 Preferred Stock which have been set apart by the Corporation and which remain unclaimed by the holders of the Series A-4 Preferred Stock entitled thereto on the first anniversary of the applicable Distribution Payment Date, or other distribution payment date, shall revert and be repaid to the general funds of the Corporation, and thereafter the holders of the Series A-4 Preferred Stock entitled to the funds which have reverted or been repaid to the Corporation shall look only to the general funds of the Corporation for payment, without interest or other earnings thereon.

4. Liquidation Rights.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, before any distribution or payment shall be made to or set apart for the holders of any Common Stock or any other Shares ranking junior to the Series A-4 Preferred Stock as to rights to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, but subject to the preferential rights of holders of any class or series of Shares ranking senior to the Series A-4 Preferred Stock as to rights to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Series A-4 Preferred Stock shall be entitled to receive, out of assets of the Corporation legally available for distribution to stockholders, after payment of or provision for the debts and other liabilities of the Corporation, a liquidation preference of $25.00 per share of Series A-4 Preferred Stock, payable in cash or property at its fair market value as determined by the Board of Directors, plus an amount equal to all distributions accrued and unpaid thereon (whether or not authorized or declared (including without limitation accrued and unpaid distributions pursuant to Section 3 hereof)) to the date of payment.

(b) After payment of the full amount of the liquidating distributions to which they are entitled, the holders of Series A-4 Preferred Stock will have no right or claim to any of the remaining assets of the Corporation.

(c) In the event that upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the available assets of the Corporation are insufficient to pay the full amount of the liquidating distributions on all outstanding Series A-4 Preferred Stock and the full amounts payable as liquidating distributions on all Shares of other classes or series of Shares of the Corporation ranking on a parity with the Series A-4 Preferred Stock as to rights to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, then the holders of the Series A-4 Preferred Stock and all other such classes or series of Shares shall share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they would otherwise be respectively entitled.

(d) For purposes of this Section 4, neither the voluntary sale, lease, exchange, transfer or conveyance (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation to, nor the merger or consolidation or any other business combination of the Corporation with or into or with any other entity or the merger or consolidation of any other entity into or with the Corporation or a statutory share exchange by the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation.

(e) In determining whether a distribution (other than upon voluntary or involuntary liquidation), by dividend, redemption or other acquisition of Shares or otherwise, is permitted under the MGCL, amounts that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of the holders of Series A-4 Preferred Stock will not be added to the Corporation's total liabilities.

(f) Written notice of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances shall be payable, shall be given by first class mail, postage prepaid, not less than 30 nor more than 60 days prior to the payment date stated therein to each record holder of the Series A-4 Preferred Stock at the respective address of such holders as the same shall appear on the stock transfer records of the Corporation.

5. Redemption; Maturity. The Series A-4 Preferred Stock shall have no stated maturity and shall not be subject to any sinking fund or mandatory redemption. Except as described in Section 6 below, the Series A-4 Preferred Stock shall not be redeemable.

6. Redemption and Adjustments upon Fundamental Change.

(a) Notwithstanding anything in these Articles of Restatement to the contrary, upon the occurrence of a Fundamental Change (as defined below), then from and after such Fundamental Change: (i) the Distribution Rate shall be increased to the Fundamental Change Rate (as defined below); (ii) after the fifth (5^{th}) anniversary of the earlier of the first date on which the Corporation issues Series A-4 Preferred Stock (the “Original Issue Date”) and the Series A-4 Issuance Date (as that term is defined in the Partnership's 2^{nd} Amendment to the Third Amended and Restated Agreement of Limited Partnership, as amended from time to time (“Partnership Agreement”)), the Corporation may, from time to time at its option, redeem all or any part of the outstanding Series A-4 Preferred Stock for a redemption price, payable in cash, equal to the sum of (A) the greater of (x) the amount that such shares of Series A-4 Preferred Stock would have received in the Fundamental Change if they had been converted into shares of Common Stock immediately prior to such Fundamental Change or (y) $25.00 per share, plus (B) any accrued and unpaid distributions thereon (including without limitation accrued and unpaid distributions pursuant to Section 3 hereof) to, but not including, the redemption date, without interest (the “Redemption Price”); and (iii) after the fifth (5^{th}) anniversary of the earlier of the Original Issue Date and the Series A-4 Issuance Date, each holder of Series A-4 Preferred Stock shall have the right to cause the Corporation to redeem such holder's Series A-4 Preferred Stock for the Redemption Price.

(b) A "Fundamental Change" means that any of the following events shall have occurred and are continuing: (i) the Common Stock ceases to be listed on the NYSE, the NYSE MKT or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or NASDAQ; or (ii) (x) the acquisition by any "person" or "group" within the meaning of Section 13(d)(3) of the Exchange Act, of beneficial ownership, directly or indirectly, through a purchase, merger or other acquisition transaction or series of purchases, mergers or other acquisition transactions of shares of Common Stock entitling that person or group to exercise more than 50% of the total voting power of all shares of Common Stock entitled to vote generally in the election of the Corporation's directors (except that such person or group shall be deemed to have beneficial ownership of all securities that such person or group has the right to acquire, whether such right is currently exercisable or is exercisable only upon the passage of time or occurrence of a subsequent condition); and (y) following the closing of any transaction referred to in clause (ii)(x) above, neither the Corporation nor the acquiring or surviving entity has a class of common securities (or American Depositary Receipts representing such securities) listed on the NYSE, the NYSE MKT or NASDAQ, or listed or quoted on an exchange or quotation system that is a successor to the NYSE, the NYSE MKT or NASDAQ.

(c) The "Fundamental Change Rate" means a rate per annum equal to the greater of (i) 10.00%, and (ii) 8.00% above the then-published (in the Wall Street Journal) U.S. Treasury maturing on the date closest to the five year anniversary of the date the Fundamental Change occurs, such rate to be determined initially as of the date of such Fundamental Change and then adjusted on each anniversary of such Fundamental Change.

(d) The Corporation shall deliver to all holders of Series A-4 Preferred Stock: (i) notice of the anticipated effective date of a Fundamental Change by the later of (A) 20 Business Days in advance of such effective date and (B) the date of first public disclosure by the Corporation of the Fundamental Change, which notice shall include a reasonable summary of the terms of such Fundamental Change and the resulting Distribution Rate and Conversion Price; (ii) notice of the occurrence of the Fundamental Change within 15 days after the occurrence of such Fundamental Change; and (iii) notice of the applicable Distribution Rate within 15 days after each anniversary of such Fundamental Change.

(e) The following provisions set forth the procedures for the redemption of the Series A-4 Preferred Stock pursuant to Section 6(a) above:

(i) Notice of redemption (the "Notice of Redemption") by the Corporation or the holder of Series A-4 Preferred Stock shall be given in writing and shall state: (A) the redemption date (which shall not be less than ten (10) Business Days, nor more than sixty (60) Business Days, after the date of the notice); (B) the number of shares of Series A-4 Preferred Stock to be redeemed; (C) the Redemption Price; and (D) that distributions on the Series A-4 Preferred Stock to be redeemed will cease to accumulate immediately prior to such redemption date. No failure to give such notice or any defect thereto or in the mailing thereof shall affect the validity of the proceedings for the redemption of any shares of Series A-4 Preferred Stock except as to a holder to whom notice was defective or not given.

(ii) On or after the redemption date, the holder of shares of Series A-4 Preferred Stock shall present and surrender the certificates, to the extent such shares are certificated, representing the shares of Series A-4 Preferred Stock to be redeemed to the Corporation and thereupon the Redemption Price of such shares of Series A-4 Preferred Stock (including all accumulated and unpaid distributions to but excluding the redemption date) shall be paid to such holder of Series A-4 Preferred Stock and each surrendered Series A-4 Preferred Stock certificate, if any, shall be canceled. To the extent that any shares of Series A-4 Preferred Stock to be redeemed pursuant to this Section 6 are certificated, if fewer than all the shares evidenced by any such certificate are to be redeemed, a new certificate shall be issued evidencing the unredeemed shares.

(iii) From and after the redemption date (unless the Corporation defaults in payment of the Redemption Price), all distributions on the shares of Series A-4 Preferred Stock designated for redemption in such notice shall cease to accrue, such shares of Series A-4 Preferred Stock shall no longer be deemed outstanding and all rights of the holders of such shares of Series A-4 Preferred Stock will terminate, except the right to receive the Redemption Price. At its election, the Corporation, prior to a redemption date, may irrevocably deposit the Redemption Price of the Series A-4 Preferred Stock so called for redemption in trust for the holders of Series A-4 Preferred Stock with a bank or trust company, in which case the Corporation shall send a notice to the holders of shares of Series A-4 Preferred Stock which shall (A) state the date of such deposit, (B) specify the office of such bank or trust company as the place of payment of the Redemption Price and (C) require the holder of shares of Series A-4 Preferred Stock to surrender the certificates, if any, representing such shares of Series A-4 Preferred Stock at such place on or about the date fixed in such redemption notice (which may not be later than the redemption date) against payment of the Redemption Price. Any monies so deposited which remain unclaimed at the end of two years after the redemption date shall be returned by such bank or trust company to the Corporation.

(iv) If the Corporation redeems fewer than all of the outstanding shares of Series A-4 Preferred Stock, the Corporation shall determine the number of shares of Series A-4 Preferred Stock to be redeemed on a pro rata basis (as nearly as practicable without creating any fractional shares), by lot or by any other equitable method the Corporation may choose. If such redemption is to be by lot and, as a result of such redemption, any holder of Series A-4 Preferred Stock would become a holder of a number of shares of Series A-4 Preferred Stock in excess of the Ownership Limit or other ownership limitations set forth in Article VII of the Charter because such holder's shares of Series A-4 Preferred Stock were not redeemed, or were only redeemed in part then, except as otherwise provided in the Charter, the Corporation shall redeem the requisite number of shares of Series A-4 Preferred Stock of such holder such that no holder shall hold in excess of the Ownership Limit or other applicable ownership limitation set forth in Article VII of the Charter subsequent to such redemption. Except as otherwise provided herein, the redemption provisions of the Series A-4 Preferred Stock do not in any way limit the Corporation's right or ability to purchase, from time to time either at a public or a private sale, Series A-4 Preferred Stock at such price or prices as the Corporation may determine, subject to the provisions of applicable law.

(v) Notwithstanding anything else to the contrary in these Articles of Restatement, the Corporation shall not be required to provide notice of redemption in the manner described in this Section 6(e) to a holder of Series A-4 Preferred Stock in the event such holder's Series A-4 Preferred Stock is redeemed in accordance with the terms of Article VII of the Charter in order to preserve the Corporation's status as a REIT for U.S. federal income tax purposes.

(vi) The Corporation shall also comply with any applicable requirements of the NYSE or any other securities exchange on which the Series A-4 Preferred Stock may be listed at the time of any redemption.

(vii) Once a Notice of Redemption is sent by the Corporation or holders of Series A-4 Preferred Stock, the holders of the shares of Series A-4 Preferred Stock to which the Notice of Redemption relates shall cease to have the right to convert such shares of Series A-4 Preferred Stock into Common Stock pursuant to Section 8.

7. Voting Rights. Notwithstanding anything to the contrary contained in the Charter or the MGCL, except as set forth below in this Section 7, the holders of the Series A-4 Preferred Stock shall not be entitled to vote at any meeting of the stockholders for election of directors or for any other purpose or otherwise to participate in any action taken by the Corporation or the stockholders thereof, or to receive notice of any meeting of stockholders (except for such notices as may be expressly required by law).

(a) If, at any time, full cumulative distributions on the Series A-4 Preferred Units (as that term is defined in the Partnership Agreement), any Series A-4 Parity Preferred Units (as that term is defined in the Partnership Agreement), Series A-4 Preferred Stock and/or any series of Preferred Stock ranking on parity with the Series A-4 Preferred Stock as to rights to receive distributions and to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, shall not have been paid for six or more quarterly periods (a "Preferred Distribution Default"), whether or not the quarterly periods are consecutive, the holders of Series A-4 Preferred Stock (voting together as a single class) with the holders of all other classes or series of Preferred Stock of the Corporation ranking on parity with the Series A-4 Preferred Stock as to rights to receive distributions and to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation and upon which like voting rights have been conferred and are exercisable (together with the Series A-4 Preferred Stock, the "Voting Preferred Stock") will be entitled to elect two additional directors of the Corporation (each, a "Preferred Stock Director"). The election will take place at the next annual meeting of stockholders, or at a special meeting of the holders of Series A-4 Preferred Stock (and the holders of all other classes or series of Voting Preferred Stock) called for that purpose, and such right to elect Preferred Stock Directors shall continue until all distributions accumulated on the Series A-4 Preferred Units, any Series A-4 Parity Preferred Units, Series A-4 Preferred Stock and on any other class or series of Voting Preferred Stock have been paid in full for all past distribution periods and the accumulated distribution for the then current distribution period shall have been authorized, declared and paid in full or authorized, declared and a sum sufficient for the payment thereof irrevocably set apart for payment in trust. Upon the election of the Preferred Stock Directors, the number of directors then constituting the Board of Directors will automatically increase by two, if not already increased by two by reason of the election of Preferred Stock Directors by the holders of any class or series of Voting Preferred Stock. For the avoidance of doubt, and by means of example, in the event distributions on the Series A-4 Preferred Stock shall be in arrears for six or more quarterly periods, the holders of the Series A-4 Preferred Stock and the holders of all other classes and series of Voting Preferred Stock shall be entitled to vote for the election of two additional directors in the aggregate, not two times the number of the sum of the Series A-4 Preferred Stock and each class or series of Voting Preferred Stock, and not two times the number of the sum of the Series A-4 Preferred Stock, each class or series of Voting Preferred Stock, the Series A-4 Preferred Units and any Series A-4 Parity Preferred Units.

The Voting Preferred Stock shall vote for and elect (and may only vote for and elect) as the Preferred Stock Directors such persons as shall have been selected by a plurality of the votes cast at a meeting of the holders (other than the Corporation) of the Series A-4 Preferred Units, any Series A-4 Parity Preferred Units and the Voting Preferred Stock (voting together as a single class) held for such purpose, such meeting to be held with respect to notice and other procedural matters in substantially the same manner as a special meeting of stockholders of the Corporation (as determined by the Board of Director in its sole discretion).

(i) If all distributions accumulated on the Series A-4 Preferred Units, any Series A-4 Parity Preferred Units, the Series A-4 Preferred Stock and on any other class or series of Voting Preferred Stock for all past distribution periods have been paid in full, or the Partnership and the Corporation, as applicable, has authorized, declared and a sum sufficient for the payment thereof has been irrevocably set apart for payment in trust, and the Partnership and the Corporation, as applicable, has authorized, declared and a sum sufficient for the payment thereof has been set apart for the then-current distribution period, the right of the holders of Series A-4 Preferred Stock (and the holders of all other classes or series of Voting Preferred Stock) to elect such two Preferred Stock Directors shall cease, the term of office of such Preferred Stock Directors previously so elected (other than Randall K. Rowe or James R. Goldman if such individuals are then otherwise serving on the Board of Directors) shall automatically terminate and the authorized number of directors of the Corporation will thereupon automatically return to the number of authorized directors otherwise in effect, but subject always to the same provisions for the reinstatement and divestment of the right to elect two additional Preferred Stock Directors in the case of any such future Preferred Distribution Default.

(ii) If at any time when the voting rights conferred upon the Series A-4 Preferred Stock pursuant to this Section 7(a) are exercisable, any vacancy in the office of a Preferred Stock Director elected pursuant to this Section 7(a) shall occur, then such vacancy may be filled only by action of the other Preferred Stock Director who remains in office or by the vote and pursuant to the procedures described in the first two paragraphs of this Section 7(a).

(iii) Subject to the next sentence, any director elected or appointed pursuant to this Section 7(a) may be removed with or without cause only by the holders of the outstanding Voting Preferred Stock (voting together as a single class), by the affirmative vote of a majority of the votes entitled to be cast generally in the election of Preferred Stock Directors, and may not be removed by the holders of the Common Stock. The holders of the outstanding Voting Preferred Stock shall only vote to remove a Preferred Stock Director upon the approval of a majority of the votes entitled to be cast by the holders of the Series A-4 Preferred Units, any Series A-4 Parity Preferred Units and the Voting Preferred Stock (voting together as a single class) at a meeting of such holders held for such purpose, such meeting to be held with respect to notice and other procedural matters in substantially the same manner as the notice and other procedural matters for a special meeting of stockholders of the Corporation (as determined by the Board of Director in its sole discretion).

(iv) Each Preferred Stock Director will hold office for a one-year term, and will be entitled to cast one vote on any matter before the Board of Directors. The term of any Preferred Stock Director elected or appointed pursuant to this Section 7(a) shall be from the date of such election or appointment and their qualification until the next annual meeting of the stockholders and until their successors are duly elected and qualify, except as otherwise provided above in this Section 7(a).

(v) At any time that the voting rights conferred upon the Preferred Stock pursuant to this Section 7(a) are exercisable, and notwithstanding anything to the contrary in the Corporation's bylaws, the Secretary of the Corporation may, and upon the written request of holders entitled to cast at least 10% of the votes entitled to be cast by the holders of the Series A-4 Preferred Units, any Series A-4 Parity Preferred Units and the Voting Preferred Stock (addressed to the Secretary at the Corporation's principal office), shall, call a special meeting of the holders of the Voting Preferred Stock for the purpose of electing the Preferred Stock Directors, such call to be made by notice similar to that provided in the Corporation's bylaws for a special meeting of the stockholders or as required by law. If any such special meeting required to be called as above provided shall not be called by the Secretary within 20 days after receipt of any such request, then any holder of Series A-4 Preferred Stock may call such meeting, upon the notice above provided, and for that purpose shall have access to the Corporation's stock books.

(vi) Notwithstanding anything to the contrary herein, until the 30 month anniversary of the earlier of the Original Issue Date and the Series A-4 Issuance Date, the Preferred Stock Directors, if any, shall be Randall K. Rowe and James R. Goldman and, if such individuals are serving on the Board of Directors at the time of a Preferred Distribution Default, the Voting Preferred Stock shall not have the right to appoint additional directors to the Board of Directors.

(b) So long as any shares of Series A-4 Preferred Stock remain outstanding, the Corporation shall not, without the prior affirmative vote or consent of the holders of at least a majority of the shares of Series A-4 Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting (the holders of Series A-4 Preferred Stock voting separately as a class):

(i) amend, alter, supplement or repeal any of the provisions of the Charter (including these Articles of Restatement) in a manner that adversely affects any power, right, privilege or preference of the Series A-4 Preferred Stock or the holders of the Series A-4 Preferred Stock; provided, however, that the creation or issuance of Shares in accordance with these Articles of Restatement shall not be deemed to adversely affect the powers, rights, privileges or preferences of the Series A-4 Preferred Stock.

(ii) authorize, create or issue any additional Shares, or reclassify any existing Shares into Shares, ranking senior to, or pari passu with, the Series A-4 Preferred Stock in respect of rights to receive distributions and to participate in distributions or payments in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, except that: (A) the Corporation may authorize, create and issue senior Shares in connection with a subsequent public offering of Preferred Stock by the Corporation; and (B) the Corporation may authorize, create and issue any class or series of Shares expressly designated by the Corporation to rank on parity with the Series A-4 Preferred Stock with respect to distributions and rights upon voluntary or involuntary liquidation, winding-up or dissolution of the Corporation, so long as at the time of the issuance the Leverage Ratio is less than 68.50% (or such other percentage as set forth in the credit facility in which the Leverage Ratio is defined) and full cumulative distributions on the Series A-4 Preferred Stock for all past distribution periods ending on or prior to such date have been or contemporaneously are declared and paid in cash or declared and contemporaneously a sum sufficient to pay them in full in cash is set apart for payment.

(c) The voting provisions set forth in clauses (a) and (b) above will not apply if, at or prior to the time when the act with respect to which a vote would otherwise be required shall be effected, (i) all outstanding shares of Series A-4 Preferred Stock shall have been redeemed or reacquired by the Corporation or converted into Common Stock or (ii) all outstanding shares of Series A-4 Preferred Stock shall have been called for redemption and sufficient funds shall have been irrevocably deposited in trust to effect the redemption.

(d) On each matter submitted to a vote of the holders of Series A-4 Preferred Stock or on which the holders of Series A-4 Preferred Stock are otherwise entitled to vote as provided herein, each share of Series A-4 Preferred Stock shall entitle the holder thereof to cast one vote, except that when Shares of any other class or series of Preferred Stock have the right to vote together with the Series A-4 Preferred Stock as a single class on any matter, or when shares of Series A-4 Preferred Stock, any other class or series of Preferred Stock, Series A-4 Preferred Units, and any Series A-4 Parity Preferred Units are to vote together on any matter, each Share or unit shall have one vote for each $25.00 of liquidation preference payable with respect to such Share or unit by the Corporation and the Partnership, as applicable.

(e) Except as expressly set forth in these Articles of Restatement, holders of the Series A-4 Preferred Stock shall not have any voting rights with respect to, and the consent of the holders of the Series A-4 Preferred Stock shall not be required for, the taking of any corporate action or any action that may otherwise require the vote of the Corporation's stockholders under the Charter or the MGCL, regardless of the effect that such corporate action may have upon the Series A-4 Preferred Stock.

(f) As to any voting right set forth above, the holders of Series A-4 Preferred Stock shall have exclusive voting rights on any proposed amendment to the Charter that would alter only the contract rights of the Series A-4 Preferred Stock.

8. Conversion Rights. The shares of Series A-4 Preferred Stock are not convertible into or exchangeable for any other property or securities of the Corporation, except as provided in Article VII of the Charter and in this Section 7.

(a) *Optional Conversion*.

(i) At any time after the Original Issue Date, each holder of shares of Series A-4 Preferred Stock at its option may convert any or all of the shares of Series A-4 Preferred Stock held by such holder (the "Holder Conversion Right") into that number of shares of Common Stock equal to the quotient obtained by dividing $25.00 by the Conversion Price; provided, however, that no shares of Series A-4 Preferred Stock may be converted on any proposed Series A-4 Conversion Date pursuant to this Section 8(a)(i) unless at least

1,000 shares of Series A-4 Preferred Stock, in the aggregate, are converted by one or more holders thereof on such Series A-4 Conversion Date pursuant to Series A-4 Conversion Notices.

(ii) Notwithstanding anything to the contrary in this Section 8(a):

(A) A holder of Series A-4 Preferred Stock will not have the right to convert shares of Series A-4 Preferred Stock for shares of Common Stock if (1) in the opinion of counsel for the Corporation, the Corporation would no longer qualify or its status would be seriously compromised as a REIT under the Internal Revenue Code as a result of such conversion, or (2) such conversion would, in the opinion of counsel for the Corporation, constitute or be likely to constitute a violation of applicable securities laws; and

(B) At the Corporation's option, upon the exercise of the Holder Conversion Right by a holder of Series A-4 Preferred Stock and upon written notice to the holder delivered not later than three Business Days prior to the Series A-4 Conversion Date, in lieu of issuing the requisite number of shares of Common Stock to the converting holder of Series A-4 Preferred Stock in accordance with Section 8(a)(i) above, the Corporation may elect to make a cash payment to the converting holder of Series A-4 Preferred Stock in an amount equal to the product of (1) the Common Stock Fair Market Value determined as of the Series A-4 Conversion Date and (2) the number of shares of Common Stock that would have been otherwise issued to the converting holder of Series A-4 Preferred Stock. In such a case, the holder shall only have the right to such payment and shall cease to have any further rights as a stockholder of the Corporation.

(iii) Any conversion or redemption described in this Section 8(a)(i) shall be exercised pursuant to a delivery of a Series A-4 Conversion Notice to the Corporation by the holder who is exercising such conversion right, by certified mail postage prepaid to Corporation's principal office c/o the Secretary. Any certificates representing such Series A-4 Preferred Stock to be converted or redeemed shall be delivered to the Corporation's principal office. Any such conversion or redemption shall be effective as of the close of business on the Series A-4 Conversion Date.

(iv) Holders of Series A-4 Preferred Stock may withdraw any Series A-4 Conversion Notice (in whole or in part) delivered pursuant to the Holder Conversion Right by a written notice of withdrawal delivered to the Corporation prior to the Series A-4 Conversion Date specified in the applicable Series A-4 Conversion Notice. The notice of withdrawal must state: (i) the number of withdrawn shares of Series A-4 Preferred Stock; (ii) if certificated shares of Series A-4 Preferred Stock have been issued, the certificate numbers of the shares of withdrawn Series A-4 Preferred Stock; and (iii) the number of shares of Series A-4 Preferred Stock, if any, which remain subject to the Series A-4 Conversion Notice.

(b) *Mandatory Conversion*.

(i) If, at any time after the fifth anniversary of the earlier of the Original Issue Date and the Series A-4 Issuance Date, the Pricing Target is achieved, then, within 10 days thereafter, the Corporation shall have the right, but not the obligation, to convert each outstanding share of Series A-4 Preferred Stock into that number of shares of Common Stock equal to the quotient obtained by dividing $25.00 by the Conversion Price (the "Corporation Conversion Right").

(ii) In order to exercise the Corporation Conversion Right, the Corporation shall deliver by certified mail postage prepaid, a Series A-4 Conversion Notice to each holder of Series A-4 Preferred Stock at such holder's address as shown on the stock transfer records of the Corporation. Any such conversion shall be effective as of the close of business on the Series A-4 Conversion Date.

(c) On the Distribution Payment Date next following the Series A-4 Conversion Date, the holders of Series A-4 Preferred Stock whose shares of Series A-4 Preferred Stock were converted into Common Stock on such date shall be entitled to a distribution in an amount equal to (i) a prorated portion of the accrued distributions on the Series A-4 Preferred Stock based on the number of days elapsed from the prior Distribution Payment Date through, but not including, the Series A-4 Conversion Date, less (ii) the amount of the distribution or dividend, if any, paid on the shares of Common Stock into which the shares of Series A-4 Preferred Stock were converted for the quarterly period in which the Series A-4 Conversion Date occurred.

(d) Notwithstanding anything to the contrary in this Section 8, if the shares of Series A-4 Preferred Stock are held in global form, any Series A-4 Conversion Notice shall comply with applicable procedures of DTC.

(e) To the extent that any shares of Series A-4 Preferred Stock to be converted or redeemed pursuant to this Section 8 are certificated, if fewer than all the shares evidenced by any such certificate are to be converted or redeemed, a new certificate shall be issued evidencing the shares that have not been converted or redeemed.

(f) The Corporation shall at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized and unissued Common Stock, solely for the purpose of effecting conversion of the Series A-4 Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding Series A-4 Preferred Stock not theretofore converted into Common Stock.

(g) In connection with the conversion of any Holder Conversion Right or Corporation Conversion Right, the Corporation shall comply with all federal and state securities laws and securities exchange rules in connection with any conversion of Series A-4 Preferred Stock for Common Stock.

(h) The Corporation shall not issue fractional shares of Common Stock upon the conversion of the Series A-4 Preferred Stock. In lieu of fractional shares, the Corporation shall pay the cash value (computed to the nearest cent) of such fractional shares in an amount equal to the same fraction of the Common Stock Fair Market Value determined as of the Series A-4 Conversion Date.

9. Adjustment to Conversion Price.

(a) The Conversion Price shall be adjusted from time to time as follows:

(i) If the Corporation shall, after the Original Issue Date, (A) pay a dividend or make a distribution on the Common Stock payable in shares of Common Stock, (B) subdivide the outstanding shares of Common Stock into a greater number of shares, (C) combine the outstanding shares of Common Stock into a smaller number of shares or (D) issue any shares of capital stock by reclassification of outstanding shares of Common Stock (including a reclassification pursuant to a merger or consolidation in which the Corporation is the continuing entity and in which the shares of Common Stock outstanding immediately prior to the merger or consolidation are not exchanged for cash, or securities or other property of another entity), then, in each such case the Conversion Price in effect at the opening of business on the day following the date fixed for the determination of stockholders entitled to receive such dividend or distribution or at the opening of business on the day following the day on which such subdivision, combination or reclassification becomes effective, as the case may be, shall be adjusted so that the holder of any Series A-4 Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number of shares of Common Stock (or fraction of a share of Common Stock) that such holder would have owned or have been entitled to receive after the happening of any of the events described above had such shares of Series A-4 Preferred Stock been exchanged or converted immediately prior to the record date in the case of a dividend or distribution or the effective date in the case of a subdivision, combination or reclassification. An adjustment made pursuant to this paragraph (a)(i) of this Section 9 shall become effective immediately after the opening of business on the day next following the record date (except as provided in paragraph (e) below) in the case of a dividend or distribution and shall become effective immediately after the opening of business on the day next following the effective date in the case of a subdivision, combination or reclassification.

(ii) If the Corporation shall issue, after the Original Issue Date, rights, options or warrants to all holders of shares of Common Stock entitling them (for a period expiring within 45 days after the record date described below in this paragraph (a)(ii) of this Section 9) to subscribe for or purchase shares of Common Stock at a price per share less than the Common Stock Fair Market Value on the record date for the determination of stockholders entitled to receive such rights, options or warrants, then the Conversion Price in effect at the opening of business on the day next following such record date shall be adjusted to equal the price determined by multiplying (A) the Conversion Price in effect immediately prior to the opening of business on the day following the date fixed for such determination by (B) a fraction, the numerator of which shall be the sum of (X) the number of shares of Common Stock outstanding on the close of business on the date fixed for such determination and (Y) the number of shares of Common Stock that could be purchased at such Common Stock Fair Market Value from the aggregate proceeds to the Corporation from the exercise of such rights, options or warrants for shares of Common Stock, and the denominator of which shall be the sum of (XX) the number of shares of Common Stock outstanding on the close of business on the date fixed for such determination and (YY) the number of additional shares of Common Stock offered for subscription or purchase pursuant to such rights, options or warrants. Such adjustment shall become effective immediately after the opening of business on the day next following such record date (except as provided in paragraph (e) below). In determining whether any rights, options or warrants entitle the holders of shares of Common Stock to subscribe for or purchase shares of Common Stock at less than such Common Stock Fair Market Value, there shall be taken into account any consideration received by the Corporation upon issuance and upon exercise of such rights, options or warrants, the value of such consideration, if other than cash, to be determined in good faith by the Board of Directors.

(iii) If the Corporation shall, after the Original Issue Date, make a distribution on the shares of Common Stock other than in cash or shares of Common Stock (including any distribution in securities (other than rights, options or warrants referred to in paragraph (a)(ii) of this Section 9)) (each of the foregoing being referred to herein as a "distribution"), then the Conversion Price in effect at the opening of business on the next day following the record date for determination of stockholders entitled to receive such distribution shall be adjusted to equal the price determined by multiplying (A) the Conversion Price in effect immediately prior to the opening of business on the day following the record date by (B) a fraction, the numerator of which shall be the difference between (X) the number of shares of Common Stock outstanding on the close of business on the record date and (Y) the number of shares determined by dividing (aa) the aggregate value of the property being distributed by (bb) the Common Stock Fair Market Value on the record date, and the denominator of which shall be the number of shares of Common Stock outstanding on the close of business on the record date. Such adjustment shall become effective immediately after the opening of business on the day next following such record date (except as provided below). The value of the property being distributed shall be as determined in good faith by the Board of Directors; provided, however, that if the property being distributed is a publicly traded security, its value shall be calculated in accordance with the procedure for calculating the Common Stock Fair Market Value (calculated for a period of five consecutive trading days commencing on the twentieth trading day after the distribution). Neither the issuance by the Corporation of rights, options or warrants to subscribe for or purchase securities of the Corporation nor the exercise thereof shall be deemed a distribution under this paragraph.

(iv) If, after the Original Issue Date, the Corporation shall acquire, pursuant to an issuer or self tender offer, all or any portion of the outstanding shares of Common Stock and such tender offer involves the payment of consideration per share of Common Stock having a Common Stock Fair Market Value (as determined in good faith by the Board of Directors), at the last time (the "Expiration Time") tenders may be made pursuant to such offer, that exceeds the closing price per share of Common Stock on the trading day next succeeding the Expiration Time, then the Conversion Price in effect on the opening of business on the day next succeeding the Expiration Time shall be adjusted to equal the price determined by multiplying (A) the Conversion Price in effect immediately prior to the Expiration Time by (B) a fraction, the numerator of which shall be (X) the number of shares of Common Stock outstanding (including the shares acquired in the tender offer (the "Acquired Shares")) immediately prior to the Expiration Time, multiplied by (Y) the closing price per share of Common Stock on the trading day next succeeding the Expiration Time, and the denominator of which shall be the sum of (XX) the value (determined in accordance with the procedures described in paragraph (a)(iii) above) of the aggregate consideration paid to acquire the Acquired Shares and (YY) the product of (I) the number of shares of Common Stock outstanding (less any Acquired Shares) at the Expiration Time, multiplied by (II) the closing price per shares of Common Stock on the trading day next succeeding the Expiration Time.

(v) No adjustment in the Conversion Price shall be required unless such adjustment would require a cumulative increase or decrease of at least 1% in such price; provided, however, that any adjustments that by reason of this paragraph (a)(v) are not required to be made shall be carried forward and taken into account in any subsequent adjustment until made; provided, further, that any adjustment shall be required and made in accordance with the provisions of this Section 9 (other than this paragraph (a)(v)) not later than such time as may be required in order to preserve the tax-free nature of a distribution to the holders of Common Stock. Notwithstanding any other provisions of this Section 9, the Corporation shall not be required to make any adjustment of the Conversion Price for the (A) issuance of any shares of Common Stock pursuant to any plan providing for the reinvestment of dividends or interest payable on securities of the Corporation and the investment of optional amounts in shares of Common Stock under such plan, (B) issuance of any options, rights or shares of Common Stock pursuant to any stock option, stock purchase or other equity-based plan maintained by the Corporation or (C) repurchase of any shares of Common Stock pursuant to an open-market share repurchase program or other buy-back transaction that is not a tender offer or exchange offer. All calculations under this Section 9 shall be made to the nearest cent (with $.005 being rounded upward) or to the nearest one-tenth of a share (with .05 of a share being rounded upward), as the case may be. Anything in this paragraph (a) of this Section 9 to the contrary notwithstanding, the Corporation shall be entitled, to the extent permitted by law, to make such reductions in the Conversion Price, in addition to those required by this paragraph (a), as it in its discretion shall determine to be advisable in order that any stock dividends, subdivision of shares, reclassification or combination of shares, distribution of rights or warrants to purchase stock or securities, or a distribution of other assets (other than cash dividends) hereafter made by the Corporation to its stockholders shall not be taxable, or if that is not possible, to diminish any income taxes that are otherwise payable because of such event.

(b) If the Corporation shall be a party to any transaction (including without limitation a merger, consolidation, statutory share exchange, issuer or self tender offer for at least 30% of the shares of Common Stock outstanding, sale of all or substantially all of the Corporation's assets or recapitalization of the shares of Common Stock, but excluding any transaction as to which paragraph (a)(i) of this Section 9 applies) (each of the foregoing being referred to herein as a "Transaction"), in each case, as a result of which shares of Common Stock shall be converted into the right to receive stock, securities or other property (including cash or any combination thereof), each share of Series A-4 Preferred Stock which is not converted into the right to receive stock, securities or other property in connection with such Transaction shall thereupon be convertible or exchangeable into the kind and amount of shares of stock, securities and other property (including cash or any combination thereof) receivable upon such consummation by a holder of that number of shares of Common Stock into which one share of Series A-4 Preferred Stock was convertible or exchangeable immediately prior to such Transaction (without giving effect to any Conversion Price adjustment pursuant to Section 9(a)(iv)). The Corporation shall not be a party to any Transaction unless the terms of such Transaction are consistent with the provisions of this Section 9(b), and it shall not consent or agree to the occurrence of any Transaction until the Corporation has entered into an agreement with the successor or purchasing entity, as the case may be, for the benefit of the holders of the Series A-4 Preferred Stock that will contain provisions enabling the holders of the Series A-4 Preferred Stock that remain outstanding after such Transaction to convert into the consideration received by holders of shares of Common Stock at the Conversion Price in effect immediately prior to such Transaction. The provisions of this Section 9(b) shall similarly apply to successive Transactions.

(c) If:

(i) the Corporation shall declare a dividend (or any other distribution) on the Common Stock (other than cash dividends and cash distributions);

(ii) the Corporation shall authorize the granting to all holders of Common Stock of rights or warrants to subscribe for or purchase any shares of any class or series of capital stock or any other rights or warrants;

(iii) there shall be any reclassification of the outstanding shares of Common Stock or any consolidation or merger to which the Corporation is a party and for which approval of any stockholders of the Corporation is required, or a statutory share exchange, an issuer or self tender offer shall have been commenced for at least 30% of the outstanding shares of Common Stock (or an amendment thereto changing the maximum number of shares sought or the amount or type of consideration being offered therefor shall have been adopted), or the sale or transfer of all or substantially all of the assets of the Corporation as an entirety; or

(iv) there shall occur the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, then the Corporation shall cause to be mailed to each holder of Series A-4 Preferred Stock at such holder's address as shown on the stock transfer records of the Corporation, as promptly as possible, a notice stating (A) the record date for the payment of such dividend, distribution or rights or warrants, or, if a record date is not established, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution or rights or warrants are to be determined or (B) the date on which such reclassification, consolidation, merger, statutory share exchange, sale, transfer, liquidation, dissolution or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property, if any, deliverable upon such reclassification, consolidation, merger, statutory share exchange, sale, transfer, liquidation, dissolution or winding up or (C) the date on which such tender offer commenced, the date on which such tender offer is scheduled to expire unless extended, the consideration offered and the other material terms thereof (or the material terms of any amendment thereto). Notwithstanding the foregoing, if the shares of Series A-4 Preferred Stock are held in global form, such notice shall comply with applicable procedures of DTC. Failure to give or receive such notice or any defect therein shall not affect the legality or validity of the proceedings described in this Section 9.

(d) Whenever the Conversion Price is adjusted as herein provided, the Corporation shall prepare a notice of such adjustment of the Conversion Price setting forth the adjusted Conversion Price and the effective date that such adjustment becomes effective and shall mail such notice of such adjustment of the Conversion Price to each holder of Series A-4 Preferred Stock at such holder's last address as shown on the stock transfer records of the Corporation.

(e) In any case in which paragraph (a) of this Section 9 provides that an adjustment shall become effective on the day next following the record date for an event, the Corporation may defer until the occurrence of such event (i) issuing to the holder of any share of Series A-4 Preferred Stock exchanged or converted after such record date and before the occurrence of such event the additional shares of Common Stock issuable upon such exchange or conversion by reason of the adjustment required by such event over and above the shares of Common Stock issuable upon such exchange or conversion before giving effect to such adjustment and (b) paying to such holder any amount of cash in lieu of any fractional shares.

(f) If the Corporation shall take any action affecting the Common Stock, other than action described in this Section 9, that in the opinion of the Board of Directors would materially adversely affect the exchange or conversion rights of the holders of Series A-4 Preferred Stock, the Conversion Price for the Series A-4 Preferred Stock may be adjusted, to the extent permitted by law, in such manner, if any, and at such time as the Board of Directors, in its sole discretion, may determine to be equitable under the circumstances.

(g) The Corporation shall pay any and all documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of Common Stock or other securities or property on conversion or exchange of Series A-4 Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock or other securities or property in a name other than that of the holder of the Series A-4 Preferred Stock to be converted or exchanged, and no such issue or delivery shall be made unless and until the person requesting such issue or delivery has paid to the Corporation the amount of any such tax or established, to the reasonable satisfaction of the Corporation, that such tax has been paid.

(h) In addition to any other adjustment required hereby, to the extent permitted by law, the Corporation from time to time may decrease the Conversion Price by any amount, permanently or for a period of at least 20 Business Days, if the decrease is irrevocable during the period.

10. Status of Redeemed or Reacquired Series A-4 Preferred Stock. In the event any shares of Series A-4 Preferred Stock shall be redeemed or repurchased by the Corporation, converted pursuant to Section 8 hereof, or otherwise reacquired by the Corporation, the Shares so redeemed, repurchased, converted or reacquired shall become authorized but unissued shares of Preferred Stock without further designation as to class or series, available for future classification or reclassification by the Board of Directors and issuance by the Corporation.

11. Restrictions on Ownership. The Series A-4 Preferred Stock shall be subject to the Ownership Limit and other provisions contained in Article VII of the Charter. To the extent any shares of Series A-4 Preferred Stock are certificated, they shall include such legends as shall be determined to be appropriate by the Board of Directors.

12. Severability. If any of the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Series A-4 Preferred Stock is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, then, to the extent permitted by law, all other preferences, conversion or other rights, voting powers,

restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Series A-4 Preferred Stock which can be given effect without the invalid, unlawful or unenforceable preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Series A-4 Preferred Stock shall remain in full force and effect and shall not be deemed dependent upon any invalid, unlawful or unenforceable preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Series A-4 Preferred Stock.

13. No Preemptive Rights. No holder of Series A-4 Preferred Stock shall, as such a holder, be entitled to any preemptive rights to subscribe for or acquire any shares of stock of the Corporation (whether now or hereafter authorized) or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of stock of the Corporation.

14. Notices to Holders. Unless otherwise provided herein or required by law, notices to holders of Series A-4 Preferred Stock provided for in these Articles of Restatement shall be mailed to such holders by first class mail, postage pre-paid, at the respective addresses as the same shall appear on the stock transfer records of the Corporation. Unless otherwise provided herein or required by law, requirements set forth in these Articles of Restatement for public announcements or publications by the Corporation may be satisfied if the subject matter thereof is contained in (a) a document filed by the Corporation with, or furnished by the Corporation to, the Securities and Exchange Commission and such filing is available to be viewed by the public on the Securities and Exchange Commission's EDGAR system (or any successor system thereto) or (b) a press release submitted by the Corporation for publication to Dow Jones & Company, Inc., Business Wire, PR Newswire or Bloomberg Business News (or, if such organizations are not in existence at the time of issuance of such press release, such other news or press organization as is reasonably calculated to broadly disseminate the relevant information to the public).

15. Certain Definitions. As used in this Exhibit A, the following terms shall have the following respective meanings:

"Business Day" means any day other than a Saturday, Sunday or legal holiday under Michigan or federal law.

"Common Stock" means the common stock of the Corporation, $0.01 par value per share.

"Common Stock Fair Market Value" means, with respect to any Series A-4 Conversion Date, the average closing price of a share of Common Stock for the 10 consecutive trading days preceding such Series A-4 Conversion Date on the principal national securities exchange on which the shares of Common Stock are listed or admitted to trading or, if not listed or admitted to trading on any national securities exchange, the average of the reported bid and asked prices during such 10 trading day period in the over the counter market as furnished by the National Quotation Bureau, Inc., or, if such firm is not then engaged in the business of reporting such prices, as furnished by any member of the National Association of Securities Dealers, Inc. selected by the Corporation or, if the Common Stock is not publicly traded, the Common Stock Fair Market Value for such day shall be the fair market value thereof determined jointly by Corporation and the holder(s) of Series A-4 Preferred Stock that are converting such Series A-4 Preferred Stock for Common Stock; provided, however, that if such parties are unable to reach agreement within a reasonable period of time, the Common Stock Fair Market Value shall be determined in good faith by an independent investment banking firm selected jointly by the Corporation and such holder(s) of Series A-4 Preferred Stock or, if that selection cannot be made within five days, by an independent investment banking firm selected by the American Arbitration Association in accordance with its rules.

"Conversion Price" means $56.25 as such price is adjusted in accordance with Section 9.

"DTC" means The Depository Trust Corporation or a successor thereto or other similar depositary holding Series A-4 Preferred Stock in global form.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Internal Revenue Code" means the Internal Revenue Code of 1986, as amended.

"Leverage Ratio" shall have the meaning set forth in that certain Credit Agreement, dated as of May 15, 2013, by and among the Partnership, Citibank, N.A. (as administrative agent) and the other lenders thereto, as the same may be amended or replaced from time to time by another unsecured line of credit facility.

"NASDAQ" means the NASDAQ Stock Market LLC or any successor thereto

"NYSE" means the New York Stock Exchange or any successor thereto.

"NYSE MKT" means the NYSE MKT formerly known as the NYSE Amex Equities or any successor thereto.

"Ownership Limit" has the meaning set forth in Article VII of the Charter.

"Partnership" means Sun Communities Operating Limited Partnership, a Michigan limited partnership.

"Preferred Stock" means the preferred stock of the Corporation, $0.01 par value per share.

"Pricing Target" means that the volume weighted average of the daily volume weighted average price of a share of Common Stock on the NYSE (as reported by Bloomberg

Financial Markets or a comparable service) equals or exceeds 115.5% of the then prevailing Conversion Price for at least 20 trading days in a period of 30 consecutive trading days.

"REIT" means a real estate investment trust as defined in the Internal Revenue Code.

"Series A-4 Conversion Date" means the date specified in a Series A-4 Conversion Notice on which the holder of Series A-4 Preferred Stock or the Corporation, as applicable, proposes to convert shares of Series A-4 Preferred Stock into shares of Common Stock; provided, however, that the proposed Series A-4 Conversion Date (i) must be a Business Day, and (ii) may not be less than three Business Days, nor more than more than 15 Business Days, after the date such Series A-4 Conversion Notice is delivered.

"Series A-4 Conversion Notice" means a written notice delivered by: (i) a holder of shares of Series A-4 Preferred Stock to the Corporation of such holder's election to convert Series A-4 Preferred Stock into Common Stock, or (ii) the Corporation to the holders of Series A-4 Preferred Stock causing the conversion of shares of Series A-4 Preferred Stock into shares of Common Stock. Each Series A-4 Conversion Notice must specify the number of shares of Series A-4 Preferred Stock to be converted and the proposed Series A-4 Conversion Date.

"Shares" means any shares of capital stock or other equity security of the Corporation.

16. Form. The Series A-4 Preferred Stock will be issued and maintained initially in book-entry form registered in the name of the nominee of DTC; provided, however, that any holder of Series A-4 Preferred Stock shall have the right to request a certificate therefor and upon such request made in writing to the Corporation's transfer agent, the Corporation shall cause to be issued a duly executed certificate for such Series A-4 Preferred Stock registered in the name in which the Series A-4 Preferred Stock were held in book-entry form or such other name(s) as specified by the holder in writing.

SUN COMMUNITIES, INC.

Exhibit 21.1 – List of Subsidiaries

Main operating subsidiary:

Sun Communities Operating Limited Partnership, a Michigan limited partnership

Other subsidiaries:

481 Associates, a Florida general partnership
AIOP Brentwood West, L.L.C., a Delaware limited liability company
AIOP Florida Properties I, L.L.C., a Delaware limited liability company
AIOP Florida Properties II, L.L.C., a Delaware limited liability company
AIOP Gulfstream Harbor, L.L.C., a Delaware limited liability company
AIOP Gulfstream Outlots, L.L.C., a Delaware limited liability company
AIOP Lost Dutchman Notes, L.L.C., a Delaware limited liability company
AIOP Serendipity, L.L.C., a Delaware limited liability company
ALL Acquisition, L.L.C., a Delaware limited liability company
AMLL Mountain View Estates, LLC, a Delaware limited liability company
AMLL Mountain View Estates Holding, LLC, a Delaware limited liability company
Apple Carr Village MHP Holding Company #1, LLC, a Michigan limited liability company
Apple Carr Village Mobile Home Park, LLC, a Michigan limited liability company
Apple Orchard, L.L.C., a Michigan limited liability company
Aspen-Alpine Project, LLC, a Michigan limited liability company
Aspen-Brentwood Project, LLC, a Michigan limited liability company
Aspen-Byron Project, LLC, a Michigan limited liability company
Aspen-Country Project, LLC, a Michigan limited liability company
Aspen-Ft. Collins Limited Partnership, a Michigan limited partnership
Aspen-Grand Project, LLC, a Michigan limited liability company
Aspen-Holland Estates, LLC, a Michigan limited liability company
Aspen-Town & Country Associates II, LLC, a Michigan limited liability company
Asset Investors Operating Partnership, L.P., a Delaware limited partnership
Blue Heron Delaware One LLC, a Delaware limited liability company
Blue Heron Delaware Two LLC, a Delaware limited liability company
Brentwood Delaware One LLC, a Delaware limited liability company
Brentwood Delaware Two LLC, a Delaware limited liability company
Bright Insurance Agency, Inc., a Michigan corporation
Brookside Village MHP Holding Company #1, LLC, a Michigan limited liability company
Brookside Village Mobile Home Park, LLC, a Michigan limited liability company
Carefree Broadacre Mezz 1 LLC, a Delaware limited liability company
Carefree Canada TRS Inc., an Ontario corporation
Carefree Communities CA LLC, a Delaware limited liability company
Carefree Communities, Inc., a Delaware corporation
Carefree Property Mezz 1 LLC, a Delaware limited liability company
Carefree Shadowwood, LLC, a Delaware limited liability company
Carriage Cove, LLC, a Delaware limited liability company
Carriage Cove Holding, LLC, a Delaware limited liability company
Castle Amalco Inc., an Ontario corporation
CAX Cypress Greens, L.L.C., a Delaware limited liability company
CAX La Casa Blanca, L.L.C., a Delaware limited liability company

CAX La Casa Blanca East, L.L.C., a Delaware limited liability company
CAX Lakeshore, L.L.C., a Delaware limited liability company
CAX Rancho Mirage, L.L.C., a Delaware limited liability company
CC RP LLC, a Delaware limited liability company
Cider Mill Village Mobile Home Park, LLC, a Michigan limited liability company
Comal Farms Manager LLC, a Michigan limited liability company
Community Blue Heron Pines Joint Venture LLC, a Delaware limited liability company
Community Brentwood Joint Venture LLC, a Delaware limited liability company
Community Savanna Club Joint Venture, a Delaware general partnership
Community Sunlake Joint Venture, a Delaware general partnership
Country Hills Village Mobile Home Park, LLC, a Michigan limited liability company
Country Meadows Village MHP Holding Company #1, LLC, a Michigan limited liability company
Country Meadows Village Mobile Home Park, LLC, a Michigan limited liability company
CP Comal Farms Limited Partnership, a Michigan limited partnership
CP Woodlake Limited Partnership, a Michigan limited partnership
Deerwood I Holding, LLC, a Delaware limited liability company
Deerwood I Park, LLC, a Delaware limited liability company
Deerwood II Holding, LLC, a Delaware limited liability company
Deerwood II Park, LLC, a Delaware limited liability company
Dutton Mill Village, LLC, a Michigan limited liability company
Egelcraft, LLC, a Delaware limited liability company
East Fork Crossing Manager LLC, a Michigan limited liability company
FC East Fork Crossing LLC, a Michigan limited liability company
FC Glen Laurel LLC, a Michigan limited liability company
FC Meadowbrook LLC, a Michigan limited liability company
FC Pebble Creek LLC, a Michigan limited liability company
FC River Ranch Limited Partnership, a Michigan limited partnership
FC Stonebridge Limited Partnership, a Michigan limited partnership
FC Summit Ridge Limited Partnership, a Michigan limited partnership
FC Sunset Ridge Limited Partnership, a Michigan limited partnership
Fiesta SPE, L.L.C., an Arizona limited liability company
Fox Creek Reserve, L.L.C., a Delaware limited liability company
GCP Countryside GP, LLC, a Delaware limited liability company
GCP Countryside Limited Partnership, a Delaware limited partnership
GCP Countryside Montana, LLC, a Delaware limited liability company
GCP Countryside Montana Holding, LLC, a Delaware limited liability company
GCP Fairfield Village, LLC, a Delaware limited liability company
GCP Kings Pointe, LLC, a Delaware limited liability company
GCP LaCosta Holding, LLC, a Delaware limited liability company
GCP Lake Pointe Village, LLC, a Delaware limited liability company
GCP Lakeshore, LLC, a Delaware limited liability company
GCP Lamplighter, LLC, a Delaware limited liability company
GCP Lamplighter Holding, LLC, a Delaware limited liability company
GCP Maplewood, LLC, a Delaware limited liability company
GCP Maplewood Holding, LLC, a Delaware limited liability company
GCP Maplewood Two, LLC, a Delaware limited liability company
GCP Murex Holding, LLC, a Delaware limited liability company
GCP Oak Creek, LLC, a Delaware limited liability company
GCP Oak Creek Holding, LLC, a Delaware limited liability company
GCP Parkside Holding, LLC, a Delaware limited liability company
GCP Parkside Village, LLC, a Delaware limited liability company
GCP Plantation Landings, LLC, a Delaware limited liability company
GCP Plantation Landings Holding, LLC, a Delaware limited liability company
GCP Skyline, LLC, a Delaware limited liability company

GCP Smart Holding, LLC, a Delaware limited liability company
GCP Smart Parent, LLC, a Delaware limited liability company
GCP Stewartville, LLC, a Delaware limited liability company
GCP Sundance, LLC, a Delaware limited liability company
GCP Swan Meadow, LLC, a Delaware limited liability company
GCP Town and Country, LLC, a Delaware limited liability company
GCP Town and Country Holding, LLC, a Delaware limited liability company
GCP Valley View, LLC, a Delaware limited liability company
GCP Walden Woods One, LLC, a Delaware limited liability company
GCP Walden Woods Two, LLC, a Delaware limited liability company
GCP Westside Ridge, LLC, a Delaware limited liability company
Glen Laurel Manager LLC, a Michigan limited liability company
Green Courte R.E.Fund, LLC, a Delaware limited liability company
Hamptons Holding, LLC, a Delaware limited liability company
Hamptons Park, LLC, Delaware limited liability company
Hickory Hills Village, LLC, a Michigan limited liability company
Hickory Hills Village MHP Holding Company #1, LLC, a Michigan limited liability company
Hidden Ridge An RV Community, LLC, a Michigan limited liability company
Hidden Ridge RV Park Holding Company #1, LLC, a Michigan limited liability company
High Point Associates, L.P., a Delaware limited partnership
High Point GP One LLC, a Michigan limited liability company
Hitching Post Recreation, Inc., a Florida corporation
Holiday West Village Mobile Home Park, LLC, a Michigan limited liability company
LaCosta Property, LLC, a Delaware limited liability company
Lakeshore Landings, LLC, a Delaware limited liability company
Lakeshore Utilities, Inc., a Delaware corporation
Lakeshore Utilities, L.L.C., a Delaware limited liability company
Leisure Village MHP Holding Company #1, LLC, a Michigan limited liability company
Leisure Village Mobile Home Park, LLC, a Michigan limited liability company
LIW Limited Partnership, a Michigan limited partnership
Maple Brook, L.L.C., an Illinois limited liability company
McIntosh Utilities, Inc., a Florida non-profit corporation
Meadowbrook Manager LLC, a Michigan limited liability company
Meadow Lake Development Company LLC, a Michigan limited liability company
Miami Lakes GP One LLC, a Delaware limited liability company
Miami Lakes Venture Associates LLC, a Delaware limited liability company
National Home Communities, LLC, a Delaware limited liability company
NHC-AZ101, LLC, a Delaware limited liability company
NHC-CA101, LLC, a Delaware limited liability company
NHC-FL101, LLC, a Delaware limited liability company
NHC-FL102, LLC, a Delaware limited liability company
NHC-FL103, LLC, a Delaware limited liability company
NHC-FL104, LLC, a Delaware limited liability company
NHC-FL105, LLC, a Delaware limited liability company
NHC-FL106, LLC, a Delaware limited liability company
NHC-FL107, LLC, a Delaware limited liability company
NHC-FL108, LLC, a Delaware limited liability company
NHC-FL109, LLC, a Delaware limited liability company
NHC-FL110, LLC, a Delaware limited liability company
NHC-FL111, LLC, a Delaware limited liability company
NHC-FL112, LLC, a Delaware limited liability company
NHC-FL113, LLC, a Delaware limited liability company
NHC-FL114, LLC, a Delaware limited liability company
NHC-FL115, LLC, a Delaware limited liability company

NHC-FL116, LLC, a Delaware limited liability company
NHC-FL117, LLC, a Delaware limited liability company
NHC-FL118, LLC, a Delaware limited liability company
NHC-FL119, LLC, a Delaware limited liability company
NHC-FL120, LLC, a Delaware limited liability company
NHC-FL122, LLC, a Delaware limited liability company
NHC-FL123, LLC, a Delaware limited liability company
NHC-FL124, LLC, a Delaware limited liability company
NHC-FL125, LLC, a Delaware limited liability company
NHC-FL126, LLC, a Delaware limited liability company
NHC-FL127, LLC, a Delaware limited liability company
NHC-FL128, LLC, a Delaware limited liability company
NHC-FL129, LLC, a Delaware limited liability company
NHC-FL130, LLC, a Delaware limited liability company
NHC-FL130A, LLC, a Delaware limited liability company
NHC-FL131, LLC, a Delaware limited liability company
NHC-FL132, LLC, a Delaware limited liability company
NHC-FL133, LLC, a Delaware limited liability company
NHC-FL134, LLC, a Delaware limited liability company
NHC-FL135, LLC, a Delaware limited liability company
NHC-FL136, LLC, a Delaware limited liability company
NHC-FL137, LLC, a Delaware limited liability company
NHC-FL138, LLC, a Delaware limited liability company
NHC-FL139, LLC, a Delaware limited liability company
NHC-FL140, LLC, a Delaware limited liability company
NHC-FL141, LLC, a Delaware limited liability company
NHC-FL142, LLC, a Delaware limited liability company
NHC-FL143, LLC, a Delaware limited liability company
NHC-FL144, LLC, a Delaware limited liability company
NHC-FL145, LLC, a Delaware limited liability company
NHC-FL201, LLC, a Delaware limited liability company
NHC-FL202, LLC, a Delaware limited liability company
NHC-FL203, LLC, a Delaware limited liability company
NHC-FL204, LLC, a Delaware limited liability company
NHC-FL205, LLC, a Delaware limited liability company
NHC-FL206, LLC, a Delaware limited liability company
NHC-FL207, LLC, a Delaware limited liability company
NHC-FL208, LLC, a Delaware limited liability company
NHC-FL209, LLC, a Delaware limited liability company
NHC-FL210, LLC, a Delaware limited liability company
NHC-FL212, LLC, a Delaware limited liability company
NHC-MA101, LLC, a Delaware limited liability company
NHC-NC101, LLC, a Delaware limited liability company
NHC-NJ101, LLC, a Delaware limited liability company
NHC-NJ102, LLC, a Delaware limited liability company
NHC-NJ103, LLC, a Delaware limited liability company
NHC-TX101, LLC, a Delaware limited liability company
NHC-TX102, LLC, a Delaware limited liability company
NHC-TX103, LLC, a Delaware limited liability company
NHC-TX104, LLC, a Delaware limited liability company
NHC Mezz Borrower LLC, a Delaware limited liability company
NRVC-Holding Co. LLC, a Delaware limited liability company
NRVC Valley Investment LLC, a Delaware limited liability company
Oak Island Village MHP Holding Company #1, LLC, a Michigan limited liability company

Oak Island Village Mobile Home Park, LLC, a Michigan limited liability company
Oak Ridge, L.L.C., an Illinois limited liability company
Palm Creek Holdings LLC, an Arizona limited liability company
Palm Key Village Holding, LLC, a Delaware limited liability company
Palm Key Village Park, LLC, a Delaware limited liability company
Park Place Community, L.L.C., a Delaware limited liability company
Park Royale MHP, L.L.C, a Delaware limited liability company
Pebble Creek Manager LLC, a Michigan limited liability company
Pelican Bay Communities, LLC, a Delaware limited liability company
Pelican Commercial, LLC, a Delaware limited liability company
Pinebrook Village Mobile Home Park, LLC, a Michigan limited liability company
Prime-Forest Partners, a Florida general partnership
Rancho Alipaz Owner LLC, a Michigan limited liability company
R.E.Fund Newport, LLC, a Delaware limited liability company
River Haven Operating Company LLC, a Michigan limited liability company
River Ranch Manager LLC, a Michigan limited liability company
River Ridge Equities LLC, a Michigan limited liability company
River Ridge Investments LLC, a Michigan limited liability company
Riverside Golf Course Community, L.L.C., a Delaware limited liability company
Riverside Utilities, L.L.C., a Delaware limited liability company
Route 27 Associates, LTD., a Florida limited partnership
Royal Palm Village, L.L.C., a Delaware limited liability company
Savanna Eagles Retreat, L.L.C., a Delaware limited liability company
Savanna Landlord, L.L.C., a Delaware limited liability company
Savanna Links, L.L.C., a Delaware limited liability company
Savanna Preserve, L.L.C., a Delaware limited liability company
SCF Manager Inc., a Michigan corporation
Sea Breeze GP One LLC, a Michigan limited liability company
Sea Breeze Limited Partnership, a Delaware limited partnership
Shaddix Communities, LTD., a Florida limited partnership
Sheffield MHP, LLC, a Michigan limited liability company
Sky Harbor Property, LLC, a Delaware limited liability company
SNF Mezz 1 LLC, a Delaware limited liability company
SNF Property LLC, a Delaware limited liability company
SNF TRS LLC, a Delaware limited liability company
Southport Springs Holding, LLC, a Delaware limited liability company
Southport Springs Park, LLC, a Delaware limited liability company
Southwood Village MHP Holding Company #1, LLC, a Michigan limited liability company
Southwood Village Mobile Home Park, LLC, a Michigan limited liability company
SR East LLC, a Delaware limited liability company
SR Hunter’s Crossing LLC, a Michigan limited liability company
SR Silver Springs LLC, a Michigan limited liability company
SR West II LLC, a Michigan limited liability company
SR West LLC, a Michigan limited liability company
SSI Amalco Inc., an Ontario corporation
SSI Canada Property LP, a Delaware limited partnership
SSI Mezz 1 GP Inc., an Ontario corporation
SSI Mezz 1 LP, a Delaware limited partnership
SSI Mezz 2 GP Inc., an Ontario corporation
SSI Mezz 2 LP, a Delaware limited partnership
SSI Property GP Inc., an Ontario corporation
SSI TRS GP Inc., an Ontario corporation
SSI TRS LP, an Ontario limited partnership
Stonebridge Manager LLC, a Michigan limited liability company

Stonebrook Community, L.L.C., a Delaware limited liability company
SUI TRS, Inc., a Michigan corporation
Summit Ridge Manager LLC, a Michigan limited liability company
Sun 49er Village RV LLC, a Michigan limited liability company
Sun ACQ LLC, a Michigan limited liability company
Sun Adirondack Gateway RV LLC, a Michigan limited liability company
Sun AIOP GP LLC, a Delaware limited liability company
Sun Apple Creek LLC, a Michigan limited liability company
Sun Arbor Terrace LLC, a Michigan limited liability company
Sun Arbor Woods, LLC, a Michigan limited liability company
Sun Ariana LLC, a Michigan limited liability company
Sun Assignment, LLC, a Michigan limited liability company
Sun Bear Commercial, LLC, a Michigan limited liability company
Sun Bear Lake RV One LLC, a Michigan limited liability company
Sun Bell Crossing LLC, a Michigan limited liability company
Sun Big Timber RV LLC, a Michigan limited liability company
Sun Blazing Star LLC, a Michigan limited liability company
Sun Blueberry Hill LLC, a Michigan limited liability company
Sun Boulder Ridge LLC, a Michigan limited liability company
Sun Boulder Ridge Vacant LLC, a Michigan limited liability company
Sun Caliente Sands, LLC, a Michigan limited liability company
Sun Camelot Villa LLC, a Michigan limited liability company
Sun Candlelight Village LLC, a Michigan limited liability company
Sun Carrington Pointe LLC, a Michigan limited liability company
Sun Cave Creek LLC, a Michigan limited liability company
SunChamp Holdings LLC, a Michigan limited liability company
SunChamp LLC, a Michigan limited liability company
Sun Cider Mill Crossings LLC, a Michigan limited liability company
Sun Club Naples LLC, a Michigan limited liability company
Sun Cobus Green LLC, a Michigan limited liability company
Sun Colony in the Wood GP LLC, a Michigan limited liability company
Sun Communities Acquisitions, LLC, a Michigan limited liability company
Sun Communities Canada, Inc., an Ontario corporation
Sun Communities Finance, LLC, a Michigan limited liability company
Sun Communities Financial LLC, a Michigan limited liability company
Sun Communities Funding GP L.L.C., a Michigan limited liability company
Sun Communities Funding II LLC, a Michigan limited liability company
Sun Communities Funding Limited Partnership, a Michigan limited partnership
Sun Communities Mezzanine Lender, LLC, a Michigan limited liability company
Sun Communities Springing Corp., a Michigan corporation
Sun Communities Texas Limited Partnership, a Michigan limited partnership
Sun Communities Texas Mezzanine Lender Limited Partnership, a Michigan limited partnership
Sun Continental North LLC, a Michigan limited liability company
Sun Countryside Atlanta LLC, a Michigan limited liability company
Sun Countryside Lake Lanier LLC, a Michigan limited liability company
Sun Cutler Estates LLC, a Michigan limited liability company
Sun Deerfield Run LLC, a Michigan limited liability company
Sun Driftwood RV LLC, a Michigan limited liability company
Sun Dunedin Motel LLC, a Michigan limited liability company
Sun Emerald Coast RV, LLC, a Michigan limited liability company
Sun Emerald Coast RV Storage, LLC, a Michigan limited liability company
Sun Financial, LLC, a Michigan limited liability company
Sun Financial Texas Limited Partnership, a Michigan limited partnership
Sun Fisherman’s Cove LLC, a Michigan limited liability company

Sun FM2016 LLC, a Delaware limited liability company
Sun/Forest Holdings LLC, a Michigan limited liability company
Sun/Forest LLC, a Michigan limited liability company
Sun Forest Meadows LLC a Michigan limited liability company
Sun Four Seasons LLC, a Michigan limited liability company
Sun Gold Coaster LLC, a Michigan limited liability company
Sun GP L.L.C., a Michigan limited liability company
Sun Grand Lake Golf, Inc., a Michigan corporation
Sun Grand Lake LLC, a Michigan limited liability company
Sun Groves LLC, a Michigan limited liability company
Sun Gwinnett LLC, a Michigan limited liability company
Sun Gwynn’s Island RV LLC, a Michigan limited liability company
Sun Gypsum Mill Development LLC, a Michigan limited liability company
Sun Gypsum Mill East LLC, a Michigan limited liability company
Sun Gypsum Mill West LLC, a Michigan limited liability company
Sun Hamlin LLC, a Michigan limited liability company
Sun Hatch Court LLC, a Michigan limited liability company
Sun Hawaiian Holly LLC, a Michigan limited liability company
Sun HG Limited Partnership, a Michigan limited partnership
Sun High Point QRS, Inc., a Michigan corporation
Sun Holly Forest LLC, a Michigan limited liability company
Sun Home Services Canada, Inc., an Ontario corporation
Sun Home Services, Inc., a Michigan corporation
Sun Hotel LLC, a Michigan limited liability company
Sun Hunters Glen LLC, a Michigan limited liability company
Sun Indian Creek LLC, a Michigan limited liability company
Sun Indian Creek RV LLC, a Michigan limited liability company
Sun Island Lakes LLC, a Michigan limited liability company
Sun Jelly-Birchwood NY RV LLC, a Michigan limited liability company
Sun Jelly-Larkspur CO RV LLC, a Michigan limited liability company
Sun Jelly-WNY RV LLC, a Michigan limited liability company
Sun Kimberly Estates LLC, a Michigan limited liability company
Sun King’s Court II LLC, a Michigan limited liability company
Sun Kings Lake LLC, a Michigan limited liability company
Sun Knollwood LLC, a Michigan limited liability company
Sun Lafayette Place LLC, a Michigan limited liability company
Sun La Hacienda RV LLC, a Michigan limited liability company
Sunlake Estates Utilities, L.L.C., a Delaware limited liability company
Sun Lake Josephine RV LLC, a Michigan limited liability company
Sun Lake Juliana LLC, a Michigan limited liability company
Sun Lake Laurie RV LLC, a Michigan limited liability company
Sun Lake San Marino LLC, a Michigan limited liability company
Sun Lakeside Crossing LLC, a Michigan limited liability company
Sun Lakeview LLC, a Michigan limited liability company
Sun Lazy J LLC, a Michigan limited liability company
Sun Lender RV LLC, a Michigan limited liability company
Sun Life Associates Limited Partnership, an Arizona limited partnership
Sun Life Trailer Resort Limited Partnership, an Arizona limited partnership
Sun LIW GP LLC, a Michigan limited liability company
Sun MA, LLC, a Michigan limited liability company
Sun Meadowbrook FL LLC, a Michigan limited liability company
Sun Meadowlands Gibralter LLC, a Delaware limited liability company
Sun MHC Development LLC, a Michigan limited liability company
Sun Naples Gardens LLC, a Michigan limited liability company

Sun Newpoint RV LLC, a Michigan limited liability company
Sun North Lake Estates LLC, a Michigan limited liability company
Sun Northville Crossing LLC, a Michigan limited liability company
Sun Oakcrest LLC, a Michigan limited liability company
SUNOA, LLC, a Michigan limited liability company
Sun Ocean West Expansion, LLC, a Michigan limited liability company
Sun Ocean West, LLC, a Michigan limited liability company
Sun Orange City LLC, a Michigan limited liability company
Sun Orange Tree LLC, a Michigan limited liability company
Sun Park Owned Homes LLC, a Michigan limited liability company
Sun Paso Robles RV LLC, a Michigan limited liability company
Sun Pecan Park RV LLC, a Michigan limited liability company
Sun Peters Pond RV LLC, a Michigan limited liability company
Sun Petoskey RV, LLC, a Michigan limited liability company
Sun Pheasant Ridge Limited Partnership, a Michigan limited partnership
Sun Pine Hills LLC, a Michigan limited liability company
Sun Pine Ridge LLC, a Michigan limited liability company
Sun Pine Trace Limited Partnership, a Michigan limited partnership
Sun Pool 1 LLC, a Michigan limited liability company
Sun Pool 3 LLC, a Michigan limited liability company
Sun Pool 8 LLC, a Michigan limited liability company
Sun QRS Gwinnett, Inc., a Michigan corporation
Sun QRS, Inc., a Michigan corporation
Sun QRS Knollwood, Inc., a Michigan corporation
Sun QRS Pool 1, Inc., a Michigan corporation
Sun QRS Pool 2, Inc., a Michigan corporation
Sun QRS Pool 4, Inc., a Michigan corporation
Sun QRS Pool 8, Inc., a Michigan corporation
Sun QRS Pool 9, Inc., a Michigan corporation
Sun QRS Pool 13, Inc., a Michigan corporation
Sun QRS Pool A, Inc., a Michigan corporation
Sun QRS Pool B, Inc., a Michigan corporation
Sun QRS Ridge, Inc., a Michigan corporation
Sun QRS River Ridge, Inc., a Michigan corporation
Sun QRS Sheffield, Inc., a Michigan corporation
Sun Rainbow RV LLC, a Michigan limited liability company
Sun Rancho Alipaz LLC, a Michigan limited liability company
Sun Receivables LLC, a Delaware limited liability company
Sun Resort Amenities LLC, a Michigan limited liability company
Sun Richmond Industrial LLC, a Michigan limited liability company
Sun Richmond LLC, a Michigan limited liability company
Sun River Ridge II LLC, a Michigan limited liability company
Sun River Ridge Limited Partnership, a Michigan limited partnership
Sun Rock Crusher Canyon RV LLC, a Michigan limited liability company
Sun Rudgate Lender LLC, a Michigan limited liability company
Sun RV Sunset Lakes, LLC, a Michigan limited liability company
Sun Saco RV LLC, a Michigan limited liability company
Sun Saddle Brook Limited Partnership, a Michigan limited partnership
Sun Saddle Oak LLC, a Michigan limited liability company
Sun Scio Farms LLC, a Michigan limited liability company
Sun Sea Breeze QRS, Inc., a Michigan corporation
Sun Seaport RV LLC, a Michigan limited liability company
Sun Seashore RV, LLC, a Michigan limited liability company
Sun Secured Financing GP, Inc., a Michigan corporation

Sun Secured Financing Houston Limited Partnership, a Michigan limited partnership
Sun Secured Financing LLC, a Michigan limited liability company
Sunset Ridge Manager LLC, a Michigan limited liability company
Sun Siesta Bay LLC, a Michigan limited liability company
Sun Siesta Bay Vacant LLC, a Michigan limited liability company
Sun Silver Star LLC, a Michigan limited liability company
Sun Southfork LLC, a Michigan limited liability company
Sun Springing LLC, a Michigan limited liability company
Sun Sunset Beach RV LLC, a Michigan limited liability company
Sun Sylvan Lender LLC, a Michigan limited liability company
Sun Tampa East, LLC, a Michigan limited liability company
Sun Texas QRS, Inc., a Michigan corporation
Sun The Colony LLC, a Michigan limited liability company
Sun Three Lakes LLC, a Michigan limited liability company
Sun TRS 49er Village LLC, a Michigan limited liability company
Sun TRS Big Timber LLC, a Michigan limited liability company
Sun TRS Blazing Star LLC, a Michigan limited liability company
Sun TRS Blue Heron Pines LLC, a Michigan limited liability company
Sun TRS Buttonwood Bay LLC, a Michigan limited liability company
Sun TRS Castaways LLC, a Michigan limited liability company
Sun TRS Castaways SPE, Inc., a Michigan corporation
Sun TRS Cava Robles LLC, a Michigan limited liability company
Sun TRS Cypress Greens LLC, a Michigan limited liability company
Sun TRS Driftwood LLC, a Michigan limited liability company
Sun TRS Fort Whaley LLC, a Michigan limited liability company
Sun TRS Frontier LLC, a Michigan limited liability company
Sun TRS Gwynn's Island LLC, a Michigan limited liability company
Sun TRS Hidden Ridge LLC, a Michigan limited liability company
Sun TRS Hill Country LLC, a Michigan limited liability company
Sun TRS Indian Creek FL LLC, a Michigan limited liability company
Sun TRS Indian Creek LLC, a Michigan limited liability company
Sun TRS Jelly-Birchwood NY LLC, a Michigan limited liability company
Sun TRS Jelly-Larkspur CO LLC, a Michigan limited liability company
Sun TRS Jelly-WNY LLC, a Michigan limited liability company
Sun TRS La Hacienda LLC, a Michigan limited liability company
Sun TRS Lake Laurie LLC, a Michigan limited liability company
Sun TRS Lake Rudolph LLC, a Michigan limited liability company
Sun TRS LIW LLC, a Michigan limited liability company
Sun TRS LL Castaways LLC, a Michigan limited liability company
Sun TRS LL Southport Springs LLC, a Michigan limited liability company
Sun TRS Newpoint LLC, a Michigan limited liability company
Sun TRS North Lake LLC, a Michigan limited liability company
Sun TRS Ocean Breeze LLC, a Michigan limited liability company
Sun TRS Palm Creek LLC, a Michigan limited liability company
Sun TRS Peters Pond LLC, a Michigan limited liability company
Sun TRS Riverside LLC, a Michigan limited liability company
Sun TRS Rock Crusher Canyon LLC, a Michigan limited liability company
Sun TRS Saco LLC, a Michigan limited liability company
Sun TRS Seaport LLC, a Michigan limited liability company
Sun TRS Seashore LLC, a Michigan limited liability company
Sun TRS Siesta Bay LLC, a Michigan limited liability company
Sun TRS Southport Springs LLC, a Michigan limited liability company
Sun TRS Sun N Fun RV Resort LLC, a Michigan limited liability company
Sun TRS Sunset Lakes LLC, a Michigan limited liability company

Sun TRS The Hamptons LLC, a Michigan limited liability company
Sun TRS Vines LLC, a Michigan limited liability company
Sun TRS Wagon Wheel LLC, a Michigan limited liability company
Sun TRS Westward Ho LLC, a Michigan limited liability company
Sun TRS Wild Acres LLC, a Michigan limited liability company
Sun TRS Wine Country LLC, a Michigan limited liability company
Sun Vacation Rentals LLC, a Michigan limited liability company
Sun Valley Arizona, L.L.C., a Delaware limited liability company
Sun Villa MHC LLC, a Michigan limited liability company
Sun Vines RV LLC, a Michigan limited liability company
Sun Vista Del Lago LLC, a Delaware limited liability company
Sun Wagon Wheel RV LLC, a Michigan limited liability company
Sun Water Oak Golf, Inc., a Michigan corporation
Sun Westward Ho RV LLC, a Michigan limited liability company
Sun Wild Acres RV LLC, a Michigan limited liability company
Sun Windham Hills LLC, a Michigan limited liability company
Sun Wine Country RV LLC, a Michigan limited liability company
Sun/York L.L.C., a Michigan limited liability company
Sycamore Village MHP Holding Company #1, LLC, a Michigan limited liability company
Sycamore Village Mobile Home Park, LLC, a Michigan limited liability company
Tamarac Village MHP Holding Company #1, LLC, a Michigan limited liability company
Tamarac Village Mobile Home Park, LLC, a Michigan limited liability company
Thunderhill Estates, L.L.C., a Delaware limited liability company
Vizcaya Lakes Communities, LLC, a Delaware limited liability company
Warren Dunes Village MHP Holding Company #1, LLC, a Michigan limited liability company
Warren Dunes Village MHP, LLC, a Delaware limited liability company
Waverly Shores Village II LLC, a Michigan limited liability company
Waverly Shores Village Mobile Home Park, LLC, a Michigan limited liability company
Wildwood Sales TRS, LLC, a Delaware limited liability company
Wildwood Titleholder, LLC, a Delaware limited liability company
Windmill Village Holding, LLC, a Delaware limited liability company
Windmill Village Park, LLC, a Delaware limited liability company
Windsor Woods Village MHP Holding Company #1, LLC, a Michigan limited liability company
Windsor Woods Village Mobile Home Park, LLC, a Michigan limited liability company
WM Pismo Beach Holdings, LLC, a Delaware limited liability company
Woodlake Manager LLC, a Michigan limited liability company
Woodlands Church Lake, L.L.C., a Delaware limited liability company

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 22, 2018, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of Sun Communities, Inc. on Form 10-K for the year ended December 31, 2017. We consent to the incorporation by reference of said reports in the Registration Statements of Sun Communities, Inc. on Forms S-3 (File No. 333-204911, effective June 12, 2015; File No. 333-203502, effective April 17, 2015 and File No. 333-203498, effective April 17, 2015) and on Forms S-8 (File No. 333-162216, effective as of September 30, 2009 and File No. 333-205857 effective July 24, 2015).

/s/ GRANT THORNTON LLP

Southfield, Michigan
February 22, 2018

Exhibit 31.1

CERTIFICATIONS

(As Adopted Under Section 302 of the Sarbanes-Oxley Act of 2002)

I, Gary A. Shiffman, certify that:

1. I have reviewed this Annual Report on Form 10-K of Sun Communities, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2018	/s/ Gary A. Shiffman
	Gary A. Shiffman, Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS
(As Adopted Under Section 302 of the Sarbanes-Oxley Act of 2002)

I, Karen J. Dearing, certify that:

1. I have reviewed this Annual Report on Form 10-K of Sun Communities, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2018

/s/ Karen J. Dearing

Karen J. Dearing, Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
(Adopted Under Section 906 of the Sarbanes-Oxley Act of 2002)

The undersigned officers, Gary A. Shiffman and Karen J. Dearing, hereby certify that to the best of their knowledge: (a) this Annual Report on Form 10-K of Sun Communities, Inc., for the period ended December 31, 2017, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and (b) the information contained in this Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Signature	**Date**
/s/ Gary A. Shiffman	February 22, 2018
Gary A. Shiffman, Chief Executive Officer	
/s/ Karen J. Dearing	February 22, 2018
Karen J. Dearing, Chief Financial Officer	

A signed original of this written statement required by Section 906 has been provided to Sun Communities, Inc. and will be retained by Sun Communities, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.