

As filed with the Securities and Exchange Commission on September 16,  
1999 Registration No. 333-86237

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 1 TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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SUN COMMUNITIES, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS GOVERNING INSTRUMENT)

MARYLAND  
(State or Other Jurisdiction of  
Incorporation or Organization)

38-2730780  
(I.R.S. Employer Identification No.)

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GARY A. SHIFFMAN  
PRESIDENT  
31700 MIDDLEBELT ROAD  
SUITE 145  
FARMINGTON HILLS, MICHIGAN 48334  
(248) 932-3100  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)  
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Copies of all correspondence to:  
JEFFREY L. FORMAN, ESQ.  
JAFJE, RAITT, HEUER & WEISS, P.C.  
ONE WOODWARD AVENUE  
SUITE 2400  
DETROIT, MICHIGAN 48226

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From  
time to time after the effective date of this Registration Statement as  
determined by market conditions.

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box.

If any of the securities being registered on this form are to be  
offered on a delayed or continuous basis pursuant to Rule 415 under the  
Securities Act of 1933, other than securities offered only in connection with  
dividend or interest reinvestment plans, please check the following box. X

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule  
462(c) under the Securities Act, check the following box and list the Securities  
Act registration statement number of the earlier effective registration  
statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule  
434, please check the following box. X

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (3)
Common Stock, \$.01 par value (2)	\$ 712,296.75	\$198.02

(1) Estimated solely for purposes of determining the registration fee pursuant  
to Rule 457(c), based upon the average of the high and low prices reported on  
the New York Stock Exchange on September 10, 1999. This registration fee only  
covers the additional 20,207 shares of Common Stock being included in the  
registration statement pursuant to this Amendment No. 1 to Registration  
Statement.

(2) Includes rights to purchase Junior Participating Preferred Stock of the Company (the "Rights"). Since no separate consideration is paid for the Rights, the registration fee therefor is included in the fee for the Common Stock.

(3) A registration fee of \$770.00 was paid with the original filing of the registration statement. An additional \$197.00 is due with the filing of this amendment to cover the additional 20,207 shares of Common Stock being included in the registration statement.

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

THE INFORMATION CONTAINED IN THIS PROSPECTUS IS NOT COMPLETE AND MAY CHANGE. THE SELLING SHAREHOLDERS MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT WE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THE PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION  
PROSPECTUS DATED  
SEPTEMBER 16, 1999

PROSPECTUS  
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98,635 SHARES  
SUN COMMUNITIES, INC.  
COMMON STOCK

This prospectus covers the sale of up to 98,635 shares of Sun Communities, Inc. common stock by certain stockholders. We will not receive any proceeds from the sale of the shares by the stockholders.

The common stock is listed on the New York Stock Exchange under the symbol "SUI." The last reported sale price of the common stock as reported on the New York Stock Exchange on September 10, 1999, was \$35.375 per share.

SEE "RISK FACTORS" ON PAGE 3 FOR CERTAIN FACTORS RELATING TO AN INVESTMENT IN THE SHARES.

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These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

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The Attorney General of the State of New York has not passed on or endorsed the merits of this offering. Any representation to the contrary is unlawful.

The date of this Prospectus is September 16, 1999.

## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that Sun Communities, Inc., a Maryland corporation (hereinafter sometimes referred to as "we", "us", or the "Company") filed with the Securities and Exchange Commission (the "SEC") utilizing a "shelf" registration process. Under this shelf process, the selling stockholders may, from time to time, sell the common stock described in this prospectus. We may prepare a prospectus supplement at any time to add, update or change information contained in this prospectus. Except for those instances in which a specific date is referenced, the information in this prospectus is accurate as of September 16, 1999. You should read both this prospectus and any prospectus supplement together with additional information described under the heading "Where You Can Find More Information".

We believe that we have included or incorporated by reference all information material to investors in this prospectus, but certain details that may be important for specific investment purposes have not been included. To see more detail, you should read the exhibits filed with or incorporated by reference into the registration statement.

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports and other information with the SEC. You may read and copy any document we file at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the SEC's public reference rooms. Our SEC filings are also available to the public over the Internet at the SEC's web site at <http://www.sec.gov>. In addition, our common stock is listed on the New York Stock Exchange and such reports, proxy statements and other information concerning the Company can be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the following documents we filed with the SEC and our future filings with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 until we or any underwriters sell all of the securities:

1. Our Annual Report on Form 10-K for the year ended December 31, 1998, filed with the Commission on March 17, 1999.
2. Our Quarterly Report on Form 10-Q for the quarter ended March 31, 1999, filed with the Commission on May 7, 1999.
3. Our Quarterly Report on Form 10-Q for the quarter ended June 30, 1998, filed with the Commission on August 2, 1999.
4. Our Current Report on Form 8-K dated December 15, 1998, filed with the Commission on January 8, 1999.
5. The description of our common stock contained in our Registration Statement on Form 8-A dated November 23, 1993.
6. The description of rights to purchase our Junior Participating Preferred Stock contained in our Registration Statement on Form 8-A dated May 27, 1998.

You may request a copy of these filings at no cost, by writing or calling us at the following address:

Sun Communities, Inc.  
31700 Middlebelt Road  
Suite 145  
Farmington Hills, MI 48334  
Attn: Corporate Secretary  
(248) 932-3100

You should rely only on the information incorporated by reference or provided in this prospectus and any

supplement. We have not authorized anyone else to provide you with different information.

#### THE COMPANY

As used herein, the term "Company" includes Sun Communities, Inc., a Maryland corporation, and one or more of its subsidiaries (including the Operating Partnership and Sun Home Services, Inc.).

We own and operate manufactured housing communities concentrated in the midwestern and southeastern United States. We are a fully integrated real estate company which, together with our affiliates and predecessors, has been in the business of acquiring, operating, and expanding manufactured housing communities since 1975. As of June 30, 1999, we owned, managed, and/or financed a portfolio of 108 manufactured housing community properties (the "Properties") located in sixteen states containing an aggregate of approximately 38,500 developed sites and approximately 2,650 sites suitable for development. We are also in the process of developing an additional ten communities that we estimate will contain approximately 5,100 sites in the aggregate.

We are the sole general partner of, and, as of June 30, 1999, held approximately 86% of the interests (not including preferred limited partnership interests) in, Sun Communities Operating Limited Partnership, a Michigan limited partnership (the "Operating Partnership"). Substantially all of our assets are held by or through the Operating Partnership. The ownership and management of the Properties is allocated among our subsidiaries. However, subject to the tax and other risks discussed in the section entitled "Risk Factors", our stockholders achieve substantially the same economic benefits as direct ownership, operation, and management of the Properties, except that 5% of the cash flow from operating activities of Sun Home Services, Inc., a Michigan corporation ("Home Services"), will be distributed to Gary A. Shiffman, Milton M. Shiffman (Gary A. Shiffman and Milton M. Shiffman are sometimes hereinafter collectively referred to as the "Principals"), and Jeffrey P. Jorissen (Jeffrey P. Jorissen and the Principals are sometimes hereinafter collectively referred to as the "Senior Officers"), each an officer of the Company, as the holders of all the common stock of Home Services. As sole general partner of the Operating Partnership, we have the exclusive power to manage and conduct the business of the Operating Partnership, subject to certain limited exceptions.

Our executive and principal property management office is located at 31700 Middlebelt Road, Suite 145, Farmington Hills, Michigan 48334, and telephone number is (248) 932-3100. We have regional property management offices in Elkhart, Indiana and Tampa, Florida.

#### RISK FACTORS

You should consider carefully the following information, together with the other information contained in or incorporated by reference in this prospectus, in considering whether to purchase the common stock described in this prospectus.

#### CONFLICTS OF INTEREST

**Failure to Enforce Terms of Home Services Agreement.** Gary A. Shiffman, Milton M. Shiffman, and Jeffrey P. Jorissen (hereinafter collectively referred to as the "Senior Officers"), each an officer of the Company, have an aggregate 5% interest in Home Services through their ownership of all of the common stock of Home Services and are thus entitled to 5% of the cash flow from the operating activities of Home Services (the Operating Partnership is entitled to the remaining 95% of such cash flow). Home Services has entered into an agreement with the Operating Partnership for sales, brokerage, and leasing services that was not negotiated on an arm's length basis. Thus, the Senior Officers will have a conflict of interest with respect to their obligations as officers and/or directors of the Company to enforce the terms of this services agreement due to their right to receive 5% of the cash flow from the operating activities of Home Services. The failure to enforce the material terms of this agreement could have an adverse effect on the Company.

**Tax Consequences Upon Sale of Properties.** Gary A. Shiffman and Milton M. Shiffman (hereinafter sometimes collectively referred to as the "Principals") hold limited partnership interests in the Operating Partnership ("Common OP Units") that they received in connection with the sale of 24 Properties the Company acquired from partnerships previously affiliated with the Principals (the "Sun Partnerships"). Prior to the redemption of Common OP Units for our common stock (the "Common Stock"), the Principals will have tax consequences different from those of the Company and its public stockholders upon the sale of any of the Sun Partnerships. Therefore, the Principals and the Company, as partners in the Operating Partnership, may have different objectives regarding the appropriate pricing and timing of any sale of those Properties. Consequently, the Principals may influence the Company not to sell those Properties even though such sale might otherwise be financially advantageous to the Company.



#### ADVERSE CONSEQUENCES OF DEBT FINANCING

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

- our cash flow will be insufficient to meet required payments of principal and interest;
- existing indebtedness will not be able to be refinanced;
- the terms of such refinancing will not be as favorable as the terms of such existing indebtedness; and
- necessary capital expenditures for such purposes as renovations and other improvements will not be able to be financed on favorable terms or at all.

If a property is mortgaged to secure payment of indebtedness and the Company is unable to meet mortgage payments, the property could be transferred to the mortgagee with a consequent loss of income and asset value to the Company.

As of June 30, 1999, we had outstanding \$63.6 million of indebtedness that is collateralized by mortgage liens on thirteen of the Properties (the "Mortgage Debt"). In addition, as of June 30, 1999, we had entered into four capitalized lease obligations having an aggregate value of \$36.9 million. Each capitalized lease obligation involves a lease for a manufactured housing community providing that we will lease the community for a certain number of years and then have the option to purchase the community at or prior to the end of the lease term. In each case, if we fail to exercise our purchase right, the landlord has the right to require us to buy the property at the same price for which we had the purchase option. If we fail to meet our obligations under the Mortgage Debt, the lender would be entitled to foreclose on all or some of the Properties securing such debt. If we fail to satisfy our lease obligations or an obligation to purchase the property, the landlord/seller would be entitled to evict us from the property. In each event, this could have a material adverse effect on us and our ability to make expected distributions, and could threaten our continued viability.

#### CHANGES IN INVESTMENT AND FINANCING POLICIES WITHOUT STOCKHOLDER APPROVAL

Our investment and financing policies, and our policies with respect to certain other activities, including our growth, debt, capitalization, distributions, real estate investment trust ("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.

#### DEPENDENCE ON KEY PERSONNEL

We are dependent on the efforts of our executive officers, particularly the Senior Officers. While we believe that we could find replacements for these key personnel, the loss of their services could have a temporary adverse effect on our operations. We do not currently maintain or contemplate obtaining any "key-man" life insurance on the Senior Officers.

#### OWNERSHIP LIMIT AND LIMITS ON CHANGES IN CONTROL

**9.8% Ownership Limit.** In order to qualify and maintain our qualification as a REIT, not more than 50% 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% of our outstanding shares of common stock by any single stockholder has been restricted, with certain exceptions, for the purpose of maintaining our qualification as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"). Such restrictions in our charter do not apply to the Principals and Robert B. Bayer, a former director and officer of the Company.

The 9.8% 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% of the outstanding shares of the Company or otherwise effect a change of control of the Company.

**Staggered Board.** Our Board of Directors has been divided into three classes of directors. The term of one class will expire each year. Directors for each class will be chosen for a three-year term upon





the expiration of such class's term, and the directors in the other two classes will continue in office. The staggered terms for directors may affect the stockholders' ability to change control of the Company even if a change in control were in the stockholders' interest.

**Preferred Stock.** Our charter authorizes the Board of Directors to issue up to 10,000,000 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. 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.

**Rights Plan.** We adopted a stockholders rights plan in 1998 that provides that our stockholders (other than a stockholder attempting to acquire a 15% or greater interest in the Company) will have the right to purchase stock in the Company at a discount in the event any person attempts to acquire a 15% or greater interest in the Company. Because this plan could make it more expensive for a person to acquire a controlling interest in the Company, it 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.

#### REAL ESTATE INVESTMENT CONSIDERATIONS

**General.** Income from real property investments, and our resulting ability to make expected distributions to stockholders, may be adversely affected by:

- the general economic climate;
- local conditions such as oversupply of manufactured housing sites or a reduction in demand for manufactured housing sites in an area;
- the attractiveness of the Properties to tenants;
- zoning or other regulatory restrictions;
- competition from other available manufactured housing sites and alternative forms of housing (such as apartment buildings and site-built single-family homes); or
- our ability to provide adequate maintenance and insurance, and increased operating costs (including insurance premiums and real estate taxes).

Our income would also be adversely affected if tenants were unable to pay rent or 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 funds from operations and ability to make expected distributions to stockholders could be adversely affected. In addition, certain expenditures associated with each equity investment (such as real estate taxes and maintenance costs) generally are not reduced when circumstances cause a reduction in income from the investment. 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.

**Competition.** All of the Properties are located in developed areas that include other manufactured housing community properties. The number of competitive manufactured housing community properties in a particular area could have a material effect on our ability to lease sites and on rents charged at the Properties or at any newly acquired properties. We may be competing with others that have greater resources than us 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 manufactured housing communities.

**Changes in Laws.** Costs resulting from changes in real estate tax laws generally may be passed through to tenants and will not affect us. Increases in income, service or other taxes, however, generally are not passed through to tenants under leases and may adversely affect our funds from operations and our ability to make distributions to stockholders. 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 funds from operations and our ability to make distributions to stockholders.

**Investments in Mortgages.** As of June 30, 1999, we had made two investments in mortgage loans. Our initial investment is an approximately \$15.1 million mortgage loan to two entities, one of which operates a manufactured housing community, and the other which operates a combination manufactured housing/recreational vehicle community, each in Delaware. The other investment is a \$4.0 million



mortgage loan to a developer completing the development of a manufacturing housing community in Texas. In addition, we may invest in additional mortgages in the future. By virtue of our investment in these mortgages, we are subject to the following risks of such investment:

- the borrowers may not be able to make debt service payments or pay principal when due;
- the value of mortgaged property may be less than the amounts owed; and
- interest rates payable on the mortgages may be lower than our cost of funds.

If any of the above occurred, funds from operations and our ability to make expected distributions to stockholders could be adversely affected.

**Development of New Communities.** We are engaged in the development of new communities. The manufactured housing community development business involves significant risks in addition to those involved in the ownership and operation of established manufactured housing communities, including the following risks:

- financing may not be available on favorable terms for development projects;
- construction and lease-up may not be completed on schedule resulting in increased debt service expense and construction costs;
- long-term financing may not be available upon completion of construction; and
- sites may not be leased on profitable terms.

If any of the above occurred, our ability to make expected distributions to stockholders could be adversely affected.

**Rent Control Legislation.** 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 the Company may purchase additional properties, in markets that are either subject to rent control or in which rent-limiting legislation exists or may be enacted.

**Environmental Matters.** Under various Federal, state and local laws, ordinances and regulations, an owner of real estate is liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Such laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous or toxic 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 such property or to borrow using such property as collateral. Persons who arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of such substances at a disposal or treatment facility, whether or not such facility is owned or operated by such person. Certain environmental laws impose liability for release of asbestos-containing materials ("ACMs") into the air and third parties may seek recovery from owners or operators of real properties for personal injury associated with ACMs. In connection with the ownership (direct or indirect), operation, management, and development of real properties, we may be considered an owner or operator of such properties or as having arranged for the disposal or treatment of hazardous or toxic substances and, therefore, potentially liable for removal or remediation costs, as well as certain other related costs, including governmental fines and injuries to persons and property.

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. No assurances can be given that existing environmental studies with respect to any of the Properties reveal all environmental liabilities, that any prior owner of a Property 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.

**Uninsured Loss.** We maintain comprehensive liability, fire, flood (where appropriate), extended coverage, and rental loss insurance with respect to the Properties with policy specifications, limits, and deductibles customarily carried for similar properties. Certain types of losses, however, may be either uninsurable or not economically insurable, such as losses due to earthquakes, riots, or acts of war. Should an uninsured loss occur, we could lose both our

investment in and anticipated profits and cash flow from a property.

## ADVERSE CONSEQUENCES OF FAILURE TO QUALIFY AS A REIT

Taxation as a Corporation. We expect to qualify and have made an election to be taxed as a REIT under the Code, commencing with the calendar year beginning January 1, 1994. Although we believe that we are organized and will operate in such a manner, no assurance can be given that we are organized or will be able to operate in a manner so as to 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.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to Federal income tax (including any applicable alternative minimum tax) on its taxable income at corporate rates. 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 is 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.

Other Tax Liabilities. Even though we qualify as a REIT, we are subject to certain Federal, state and local taxes on our income and property. In addition, our sales operations, which are conducted through Home Services, generally will be subject to Federal income tax at regular corporate rates.

## ADVERSE EFFECT OF DISTRIBUTION REQUIREMENTS

We may be required from time to time, under certain circumstances, to accrue as income for tax purposes interest and rent earned but not yet received. In such event, we could have taxable income without sufficient cash to enable us to meet the distribution requirements of a REIT. Accordingly, we could be required to borrow funds or liquidate investments on adverse terms in order to meet such distribution requirements.

## ADVERSE CONSEQUENCES OF FAILURE TO QUALIFY AS A PARTNERSHIP

We believe that the Operating Partnership and other various Company subsidiary partnerships have each been organized as partnerships and will qualify for treatment as such under the Code. If the Operating Partnership and such other partnerships fail to qualify for such treatment under the Code, we would cease to qualify as a REIT, and the Operating Partnership and such other partnerships would be subject to Federal income tax (including any alternative minimum tax) on their income at corporate rates.

## ADVERSE EFFECT ON PRICE OF SHARES AVAILABLE FOR FUTURE SALE

Sales of a substantial number of shares of Common Stock, or the perception that such sales could occur, could adversely affect prevailing market prices for shares. As of June 30, 1999, the Senior Officers held 1,184,638 shares of Common Stock. In addition, as of June 30, 1999, up to 4,127,250 shares of Common Stock may be issued in the future to the Principals, the general partners of the Sun Partnerships other than the Principals (the "Former General Partners"), and the sellers of certain properties as a result of the potential redemption of their outstanding OP Units (both Common and Preferred OP Units). The Principals and the Former General Partners may sell such shares pursuant to registration rights or an available exemption from registration. Also, Water Oak, Ltd., a former owner of one of the Properties, will be issued Common OP Units with an aggregate value of \$10.2 million over the 10-year period beginning in January, 2000 and continuing on an annual basis through 2009. In addition, as of June 30, 1999, 2,113,524 shares have been reserved for issuance (of which options for 532,378 shares have been exercised and 165,000 shares of restricted stock have been issued as of June 30, 1999) pursuant to our 1993 Employee Stock Option Plan and 1993 Non-Employee Director Stock Option Plan. The Principals' employment agreements provide for incentive compensation payable in shares of Common Stock. We have also reserved 240,000 shares of Common Stock for issuance commencing January 31, 2002 pursuant to our Long Term Incentive Plan which is for the benefit of all of our salaried employees other than our officers. No prediction can be made regarding the effect that future sales of shares of Common Stock will have on the market price of shares.

## ADVERSE EFFECT OF MARKET INTEREST RATES ON PRICE OF COMMON STOCK

One of the factors that may influence the price of the 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 Common Stock.

## SELLING STOCKHOLDERS

Each of the Selling Stockholders is a holder of Common OP Units and/or shares of Common Stock. We are the sole general partner of the Operating Partnership. Under the terms of the Operating Partnership's Second Amended and Restated Agreement of Limited Partnership (the "Partnership Agreement"), the Common OP Units are redeemable for shares of Common Stock. As of the date of this prospectus, the redemption ratio is one share for each Common OP Unit redeemed, but such redemption ratio is subject to adjustment in certain events pursuant to anti-dilution provisions contained in the Partnership Agreement. The Common Stock offered by this prospectus has been issued to the Selling Stockholders in redemption of Common OP Units held by the Selling Stockholders. None of the Selling Stockholders is an affiliate of the Company.

The following table sets forth certain information regarding the Selling Stockholders and the shares of Common Stock beneficially owned by each of them:

Selling Stockholder -----	Shares of Common Stock Beneficially Owned Prior to the Offering (1) -----	Number of Shares Being Offered -----	Shares Beneficially Owned After Completion of the Offering (2)(3) -----	
			Number -----	Percent -----
Susan K. Smith	108,221	70,000	38,221	(4)
Roger E. Dean, as Trustee of the Roger E. Dean Trust created under agreement dated 11/20/86	4,214	4,214	0	(4)
Verna W. Dean, as Trustee of the Verna W. Dean Trust created under agreement dated 11/20/86	4,214	4,214	0	(4)
Gregory B. Stewart	10,103	10,103	0	(4)
Margaret H. Stewart	10,104	10,104	0	(4)
TOTAL	136,856	98,635	38,221	

(1) The number set forth in this column is the number of shares of Common Stock held by each such Selling Stockholder and/or the number of shares of Common Stock that would be received upon a conversion of Common OP Units held by each such Selling Stockholder.

(2) Assumes that all shares of Common Stock being offered and registered hereunder (the "Shares") are sold, although no Selling Stockholder is obligated to sell any Shares.

(3) Based upon 17,334,623 shares of Common Stock outstanding as of July 29, 1999.

(4) Less than one percent (1%).

## USE OF PROCEEDS

We will not receive any of the proceeds of any sale by the Selling Stockholders.

## PLAN OF DISTRIBUTION

The Company is registering the Shares on behalf of the Selling Stockholders. As used herein, "Selling Shareholders" includes pledgees, donees, transferees or other successors in interest (collectively with the Selling Stockholders, the "Sellers") selling shares received from a Selling Shareholder after the date of this Prospectus. The Sellers, directly or through brokers, dealers, underwriters, agents or market makers, may sell some or all of the Shares. Any broker, dealer, underwriter, agent or market maker participating in a transaction involving the Shares may receive a commission from the Sellers. Usual and customary commissions may be paid by the Sellers. The broker, dealer, underwriter or market maker may agree to sell a specified number of the Shares at a stipulated price per Share and, to the extent that such

person is unable to do so acting as an agent for the Sellers, to purchase as principal any of the Shares remaining unsold at a price per Share required to fulfill the person's commitment to the Sellers.

A broker, dealer, underwriter or market maker who acquires the Shares from the Sellers as a principal for its own account may thereafter resell such Shares from time to time in transactions (which may involve block or cross transactions and which may also involve sales to or through another broker, dealer, underwriter, agent or market maker, including transactions of the nature described above) on the New York Stock Exchange, in negotiated transactions or otherwise, at market prices prevailing at the time of the sale, or at negotiated prices. In connection with such resales, the broker, dealer, underwriter, agent or market maker may pay commissions to or receive commissions from the purchasers of the Shares. The Sellers also may sell some or all of the Shares directly to purchasers without the assistance of a broker, dealer, underwriter, agent or market maker and without the payment of any commissions.

Other than any commissions or discounts paid or allowed by the Selling Stockholders to underwriters, dealers, brokers or agents, all expenses incurred in connection with this offering are being borne by us.

Pursuant to the registration rights granted to the Selling Stockholders in connection with the issuance of Common OP Units to the Selling Stockholders, we have agreed to indemnify the Selling Stockholders and any person who controls a Selling Stockholder against certain liabilities and expenses arising out of or based upon the information set forth or incorporated by reference in this prospectus, and the registration statement of which this prospectus is a part, including liabilities under the Securities Act. Any commissions paid or any discounts or concessions allowed to any broker, dealer, underwriter, agent or market maker and, if any such broker, dealer, underwriter, agent or market maker purchases any of the Shares as principal, any profits received on the resale of such Shares, may be deemed to be underwriting commissions or discounts under the Securities Act.

#### LEGAL MATTERS

The legality of the Common Stock offered hereby will be passed upon by Jaffe, Raitt, Heuer & Weiss, Professional Corporation, Detroit, Michigan. Arthur A. Weiss, who is a director of the Registrant, is a shareholder of Jaffe, Raitt, Heuer & Weiss, P.C. In addition, as of August 19, 1999, certain shareholders of Jaffe, Raitt, Heuer & Weiss, P.C. beneficially owned approximately 68,800 shares of our Common Stock.

#### EXPERTS

The financial statements incorporated in this Registration Statement by reference to our Annual Report on Form 10-K for the year ended December 31, 1998 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

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No dealer, salesperson or other individual has been authorized to give any information or to make any representations not contained or incorporated by reference in this prospectus in connection with any offering to be made by the prospectus. If given or made, such information or representations must not be relied upon as having been authorized by the Company. This prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, the Securities, in any jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation. Neither the delivery of this prospectus nor any offer or sale made hereunder shall, under any circumstance, create an implication that there has been no change in the facts set forth in this prospectus or in the affairs of the Company since the date hereof.

98,635 SHARES

SUN COMMUNITIES, INC.

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PROSPECTUS

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COMMON STOCK

PROSPECTUS

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SEPTEMBER 16, 1999



## PART II

## INFORMATION NOT REQUIRED IN PROSPECTUS

## ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the estimated expenses to be incurred in connection with the issuance and distribution of the securities being registered.

Registration Fee.....	\$ 967
Legal Fees and Expenses.....	5,000
Accounting Fees and Expenses.....	3,000
Miscellaneous.....	2,500
	-----
Total.....	\$11,467
	=====

## ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company's charter authorizes the Company to obligate itself to indemnify its present and former directors and officers and to pay or reimburse expenses for such individuals in advance of the final disposition of a proceeding to the maximum extent permitted from time to time by Maryland law. The Company's bylaws obligate it to indemnify and advance expenses to present and former directors and officers to the maximum extent permitted by Maryland law. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made a party by reason of their service in those capacities unless it is established that: (i) the act or omission of the director or officer was material to the matter giving rise to the proceeding; and (a) was committed in bad faith or, (b) was the result of active and deliberate dishonesty; (ii) the director or officer actually received an improper personal benefit in money, property, or services; or (iii) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful.

The MGCL permits the charter of a Maryland corporation to include a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages, except to the extent that: (i) it is proved that the person actually received an improper benefit or profit in money, property or services; or (ii) a judgment or other final adjudication is entered in a proceeding based on a finding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. The Company's charter contains a provision providing for elimination of the liability of its directors or officers to the Company or its stockholders for money damages to the maximum extent permitted by Maryland law from time to time.

The partnership agreement of the Operating Partnership also provides for indemnification of the Company and its officers and directors to the same extent indemnification is provided to officers and directors of the Company in its charter, and limits the liability of the Company and its officers and directors to the Operating Partnership and its respective partners to the same extent the liability of the officers and directors of the Company to the Company and its stockholders is limited under the Company's charter.

## ITEM 16. EXHIBITS

## EXHIBIT NO. DESCRIPTION

- 4.1 Form of Common Stock Certificate (Incorporated by reference from Exhibit 2 to Amendment No. 1 to Form S-11 filed by the Company on November 5, 1993, File No. 33-69340)
- 4.2 Articles VI and VII of the Company's Amended and Restated Articles of Incorporation (Incorporated by reference from Exhibit 3.1 to Amendment No. 1 to Form S-11 filed by the Company on November 5, 1993, File No. 33-69340)
- 4.3 Rights Agreement, dated as of April 24, 1998, between the Company and State Street Bank and Trust Company (Incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K dated April 24, 1998)
- \*5.1 Opinion of Jaffe, Raitt, Heuer & Weiss, Professional Corporation as to legality of securities
- \*23.1 Consent of PricewaterhouseCoopers LLP, independent accountants
- \*23.2 Consent of Jaffe, Raitt, Heuer & Weiss, Professional Corporation (included in Exhibit 5.1)

\*Filed herewith.

## ITEM 17. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table set forth in this registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that subparagraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the Securities offered herein, and the offering of such Securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the Securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the Securities offered herein, and the offering of such Securities at that time shall be deemed to be the initial bona fide offering thereof; and insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 15 above or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted against the Registrant by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Farmington Hills, State of Michigan, on September 13, 1999.

SUN COMMUNITIES, INC.,  
a Maryland corporation

By: /s/ Jeffrey P. Jorissen

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Jeffrey P. Jorissen, Chief Financial Officer,  
Secretary and Principal Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the date indicated.

NAME -----	TITLE -----	DATE -----
Milton M. Shiffman*	Chairman of the Board of Directors	September 13, 1999
----- Milton M. Shiffman		
Gary A. Shiffman*	Chief Executive Officer, President, and Director	September 13, 1999
----- Gary A. Shiffman		
/s/ Jeffrey P. Jorissen	Senior Vice President, Treasurer, Chief Financial Officer, and Secretary (principal accounting and financial officer)	September 13, 1999
----- Jeffrey P. Jorissen		
Paul D. Lapidés*	Director	September 13, 1999
----- Paul D. Lapidés		
Ted J. Simon*	Director	September 13, 1999
----- Ted J. Simon		
Clunet R. Lewis*	Director	September 13, 1999
----- Clunet R. Lewis		
Ronald L. Piasecki*	Director	September 13, 1999
----- Ronald L. Piasecki		
Arthur A. Weiss*	Director	September 13, 1999
----- Arthur A. Weiss		

\*By: /s/ Jeffrey P. Jorissen

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Jeffrey P. Jorissen  
(Attorney-in-fact)

## INDEX TO EXHIBITS

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*23.1	Consent of PricewaterhouseCoopers LLP, independent accountants
*23.2	Consent of Jaffe, Raitt, Heuer & Weiss, Professional Corporation (included in Exhibit 5.1)

\*Filed herewith.

September 15, 1999

Sun Communities, Inc.  
31700 Middlebelt Road, Suite 145  
Farmington Hills, Michigan 48334

Gentlemen:

We have acted as counsel to Sun Communities, Inc. (the "Company"), a Maryland corporation, in connection with the registration by the Company of 98,635 shares (the "Shares") of Common Stock, \$.01 par value per share ("Common Stock") pursuant to a Registration Statement on Form S-3 that was filed with the Securities and Exchange Commission on August 31, 1999 and will be amended pursuant to an amendment to such registration statement to be filed on or about September 15, 1999 (hereinafter collectively referred to as the "Registration Statement"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. 229.601(b)(5), in connection with the Registration Statement.

We do not purport to be experts on or to express any opinion in this letter concerning any law other than the laws of the State of Michigan and the General Corporation Law of Maryland, and this opinion is qualified accordingly. This opinion is limited to the matters expressly set forth in this letter, and no opinion is to be inferred or may be implied beyond the matters expressly so stated. In rendering the opinion contained in this letter, we have assumed without investigation that the information supplied to us by the Company is accurate and complete.

For purposes of this opinion letter, we have examined copies of the following documents:

- A. An executed copy of the Registration Statement;
- B. The Company's Articles of Amendment and Restatement (the "Charter");
- C. Second Amended and Restated Limited Partnership Agreement of Sun Communities Operating Limited Partnership;
- D. The first through one hundred first amendments, inclusive, to the Second Amended and Restated Limited Partnership Agreement of Sun Communities Operating Limited Partnership;
- E. The Bylaws of the Company;
- F. The Company's corporate minute book; and
- G. An Officer's Certificate (the "Certificate"), a copy of which is attached to this letter as Exhibit A.

Sun Communities, Inc.  
September 15, 1999  
Page 2

The documents listed in items A-G above are collectively referred to as the "Documents".

In rendering our opinion, we have assumed, without independent verification, that: (i) all signatures are genuine; (ii) all Documents submitted to us as originals are authentic; and (iii) all Documents submitted to us as copies conform to the originals of such Documents. Our review has been limited to examining the Documents and applicable law.

To the extent that any opinion in this letter relates to or is dependent upon factual information, we have relied exclusively upon the factual representations and warranties set forth in the Certificate, and we have not undertaken to independently verify any such facts or information.

Based upon, subject to and limited by the foregoing, we are of the opinion that, as of the date hereof:

1. The Shares that have been issued are validly issued, fully paid, and non-assessable.
2. The Shares that may be issued in the future in exchange for Common OP Units (as such term is defined in the Registration Statement) have been duly authorized.
3. Upon issuance in the manner described in the Registration Statement of the Shares that are to be issued in exchange for the Common OP Units, such Shares will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement, and to the use of the name of our firm in the Prospectus under the caption "LEGAL MATTERS".

Very truly yours,

JAFFE, RAITT, HEUER & WEISS  
Professional Corporation

/s/ Jeffrey L. Forman

Jeffrey L. Forman

## EXHIBIT "A"

## OFFICER'S CERTIFICATE

The undersigned, the duly elected and acting President and Chief Executive Officer of SUN COMMUNITIES, INC., a Maryland corporation (the "Corporation"), hereby represents and warrants the following to Jaffe, Raitt, Heuer & Weiss, professional corporation ("JRH&W"):

1. Sun Communities, Inc. ("Sun") is a corporation formed under the laws of the State of Maryland.
2. The Articles of Amendment and Restatement of the Company have not been amended since November 8, 1993.
3. The Second Amended and Restated Limited Partnership Agreement of Sun Communities Operating Limited Partnership, a Michigan limited partnership, has not been amended other than pursuant to amendments prepared by JRH&W.

August 27, 1999

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Gary A. Shiffman, President and Chief  
Executive Officer



CONSENT OF INDEPENDENT ACCOUNTANTS  
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We hereby consent to the incorporation by reference in this Amendment No. 1 to the Registration Statement on Form S-3 of our report dated February 12, 1999 relating to the financial statements and financial statement schedules, which appears in Sun Communities, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1998. We also consent to the references to us under the headings "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan

September 15, 1999