

F010000003565

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MADISON HOMES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mr. Dick Haber

(Name of Person)

CRAMER, HABER & McDONALD, P.A.

(Firm/Company)

1311 North Church Avenue

(Address)

Tampa, Florida 33607

(City/State and Zip code)

400004315494-3
-05/24/01-01077-003
*****87.50 *****87.50

W01-12312

For further information concerning this matter, please call:

Dick Haber

(Name of Person)

at (813) 876-8320

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

01 JUL -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10p



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 31, 2001

MR. DICK HABER
CRAMER, HABER & MCDONALD, P.A.
1311 NORTH CHURCH AVENUE
TAMPA, FL 33607

SUBJECT: MADISON HOMES, INC.
Ref. Number: W01000012312

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for MADISON HOMES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please note that this adopted name is for use in Florida only and does not affect your filing in Texas in any way.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 601A00033016

**CERTIFICATE OF CHIEF EXECUTIVE OFFICER
OF MADISON HOMES, INC., A TEXAS CORPORATION**

I, Donald A. Adam, hereby certify that I am now, and at all times mentioned herein have been, the duly elected, qualified and acting Chief Executive Officer of Madison Homes, Inc., a Texas corporation (the "Corporation"), and that as such Chief Executive Officer, I have access to the records of the Corporation, and that the records of the Corporation reflect that:

The following are true and correct resolutions which have been duly and unanimously adopted on June 11, 2001 by the written consent of the Board of Directors of the Corporation, and the resolutions have not been amended, modified, or repealed in any respect, and the resolutions are in full force and effect on the date hereof.

WHEREAS, the Corporation desires to register as a foreign corporation in the state of Florida;

WHEREAS, the name "Madison Homes, Inc." is not available for use in Florida, and it will be necessary for the Corporation to designate a different name under which it will conduct business in Florida.

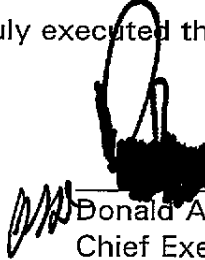
NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby adopts the name "Madison Homes of Texas, Inc." as the name under which it will transact business in the state of Florida.

FURTHER, RESOLVED, that the Chief Executive Officer, President, Senior Vice President, Secretary and/or Vice President of the Corporation may each, acting alone and without the joinder of any other party, take such action as each such officer may, in their sole and exclusive judgment, deem necessary or advisable in order to qualify or register the Corporation to do business in Florida under the name "Madison Homes of Texas, Inc.", including, but not limited to, executing and delivering on behalf of the Corporation, any and all instruments, documents and agreements as any such officer deems necessary or desirable in connection with the Corporation conducting business in Florida or as such officer deems necessary or desirable for the Corporation to carry on the business of the Corporation in Florida;

RESOLVED FURTHER, that all proceedings and actions of the officers of the Corporation taken in furtherance of this resolution are hereby ratified and approved in all respects.

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CLERK OF DISTRICT COURT
STATE OF TEXAS
SAN ANTONIO, TEXAS

IN WITNESS WHEREOF, I have duly executed this Certificate on this 11th day of June, 2001.

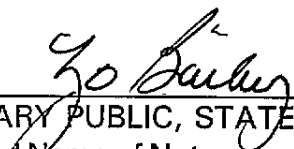


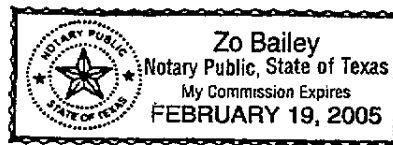
Donald A. Adam
Chief Executive Officer

THE STATE OF TEXAS §

COUNTY OF BRAZOS §

This instrument was acknowledged before me on the 12th day of June, 2001, by Donald A. Adam, Chief Executive Officer of Madison Homes, Inc., a Texas corporation.


NOTARY PUBLIC, STATE OF TEXAS
Printed Name of Notary: _____
My Commission Expires: _____



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CLERK OF STATE
TALLAHASSEE FLORIDA

**UNANIMOUS CONSENT
IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
MADISON HOMES, INC.**

(June 11, 2001)

Pursuant to the authority contained in Article 9.10B of the Texas Business Corporation Act, the undersigned, being all of the members of the Board of Directors of Madison Homes, Inc., a Texas corporation (the "Corporation"), do hereby waive notice of meeting and do hereby adopt the following recitals and resolutions with the same force and effect as though adopted at a special meeting of the Board of Directors duly called and held:

WHEREAS, the Corporation desires to register as a foreign corporation in the state of Florida;

WHEREAS, the name "Madison Homes, Inc." is not available for use in Florida, and it will be necessary for the Corporation to designate a different name under which it will conduct business in Florida.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby adopts the name "Madison Homes of Texas, Inc." as the name under which it will transact business in the state of Florida.

FURTHER, RESOLVED, that the Chief Executive Officer, President, Senior Vice President, Secretary and/or Vice President of the Corporation may each, acting alone and without the joinder of any other party, take such action as each such officer may, in their sole and exclusive judgment, deem necessary or advisable in order to qualify or register the Corporation to do business in Florida under the name "Madison Homes of Texas, Inc.", including, but not limited to, executing and delivering on behalf of the Corporation, any and all instruments, documents and agreements as any such officer deems necessary or desirable in connection with the Corporation conducting business in Florida or as such officer deems necessary or desirable for the Corporation to carry on the business of the Corporation in Florida;


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RESOLVED FURTHER, that all proceedings and actions of the officers of the Corporation taken in furtherance of this resolution are hereby ratified and approved in all respects.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 11th day of June, 2001.



DONALD A. ADAM

DONNA J. ADAM

WILLIAM C. ATKINSON

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TALLAHASSEE FLORIDA

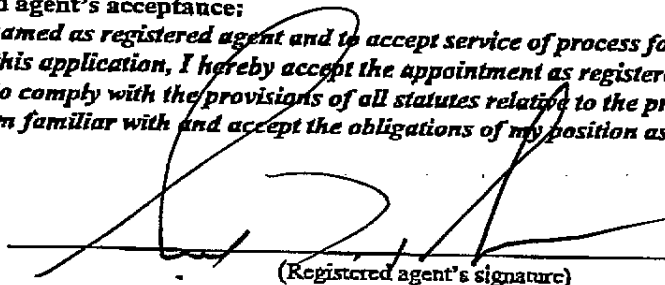
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. MADISON HOMES, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 74-2581083
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/27/90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 04/03/01
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1111 Briarcrest Drive, Suite 300, Bryan, Texas 77802
(Principal office address)
1111 Briarcrest Drive, Suite 300, Bryan, Texas 77802
(Current mailing address)
8. Any and all lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Richard Haber
Office Address: 1311 North Church Avenue
Tampa, Florida 33607
(City) (Zip code)

10. Registered agent's acceptance;

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Donald A. Adam

Address: 1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

Vice Chairman: Donna J. Adam

Address: 1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

Director: William C. Atkinson

Address: 1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. OFFICERS

President: William C. Atkinson

Address: 1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

Vice President: Donna J. Adam

Address: 1111 Briarcrest Drive, Suite 300
Bryan, Texas 77802

Secretary: Stephanie Adam Malechek

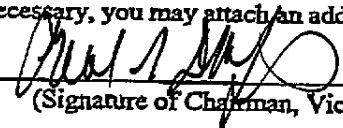
Address: 1111 Briarcrest Drive, Suite 300, Bryan, Texas 77802

Treasurer: Stephanie Adam Malechek

Address: 1111 Briarcrest Drive, Suite 300, Bryan, Texas 77802

SEE ATTACHED ADDENDUM FOR ADDITIONAL OFFICERS.

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul S. Darmitzel, Senior Vice President/General Counsel

(Typed or printed name and capacity of person signing application)

ADDENDUM

B. OFFICERS CONTINUED:

Chairman of the Board, Chief Executive Officer

Donald A. Adam
1111 Briarcrest Drive,
Suite 300
Bryan, Texas 77802

Senior Vice President/General Counsel

Paul S. Darmitzel
1111 Briarcrest Drive,
Suite 300
Bryan, Texas 77802

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

MADISON HOMES, INC.
File No. 1167698-00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on April 23, 2001.*

Henry Cuellar

Henry Cuellar
Secretary of State DAE