

NO 2000004465

Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

ARH Guarantee Corp.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
ARH GUARANTEE CORP.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is ARH Guarantee Corp.

**II.
Term of Existence**

The date when corporate existence will commence is June 11, 2002 in accordance with the provisions of Section 617.0203(1) of the Act The Corporation will have perpetual existence thereafter.

**III.
Purposes**

The purposes for which the Corporation is formed are to establish, maintain, administer and operate the ARH General Fund and the ARH Franchisee Reserve Fund for the Arthur Rutenberg Homes franchise system and all purposes associated with it.

**IV.
Members**

There will be 2 classes of Members: Class A and Class B. The Class A Member will initially be Arthur Rutenberg Homes, Inc. and/or its successors and assigns. The Class A Member will have all voting rights accorded to Members. Class B Members are persons or entities who are Arthur Rutenberg Homes franchisees. Class B Members will have no voting rights whatsoever. The qualifications, rights and activities of the members will be as provided in the Bylaws of the Corporation.

**V.
Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), except that the members at the time of dissolution or final liquidation will be entitled to share in the distribution of any of the remaining corporate assets in the proportion of \$100 to each Class B Member. Nothing in these Articles

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restricts the Corporation from reimbursing the members for funds furnished or loaned or for services performed.

VI.
Dissolution

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the rules governing the Fund; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

VII.
Principal Office

The principal office and mailing address of the Corporation is 13822 58th Street North, Clearwater, Florida 33760.

VIII.
Directors

The Corporation will have 3 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Arthur Rutenberg	13822 58 th Street North Clearwater, Florida 33760
Jane Rutenberg	13822 58 th Street North Clearwater, Florida 33760
Steven Rutenberg	13822 58 th Street North Clearwater, Florida 33760

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IX.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

X.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Piper Rudnick LLP 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.


XII.
Indemnification

The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 11, 2002.



David A. Beyer, Incorporator

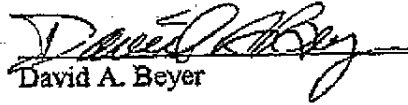
ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act

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in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 11, 2002


David A. Beyer

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