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FLORIDA PROFIT CORPORATION OR P.A.

Affordable Homes of Destin, Inc.

Certificate of Status	0
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Page Count	02 04
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F. CHESLER

JAN 20 1999

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**ARTICLES OF INCORPORATION
OF**

Affordable Homes of Destin, Inc.

ARTICLE I

NAME

The name of this Corporation is Affordable Homes of Destin, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as

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Destin, Florida 32541
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nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8970 Heron Walk, Destin, FL 32541 and the initial registered agent of this Corporation at that address is Jay Barber.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this Corporation is:

Jay Barber
8970 Heron Walk
Destin, FL 32541

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 8970 Heron Walk, Destin, FL 32541.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is Jay Barber, 8970 Heron Walk, Destin, FL 32541.

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Destin, Florida 32541
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ARTICLE X

INDEMNIFICATION

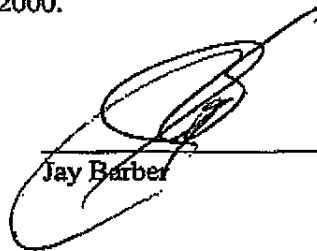
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 19th day of January, 2000.


Jay Barber

ACCEPTANCE

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I hereby am familiar with and accept the duties and responsibilities as registered agent for Affordable Homes of Destin, Inc.


Jay Barber
Registered Agent

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