

PAPPAS METCALF JENKS MILLER & REINSCH

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FORSYTH STREET • SUITE 1400  
JACKSONVILLE, FLORIDA 32202-4327

G. TODD COTTRILL  
GARY B. DAVENPORT  
CHRISTINA P. GILLAM  
THOMAS O. INGRAM  
THOMAS M. JENKS  
ROBERT A. LEAPLEY, JR.  
JOHN G. METCALF  
FRANK E. MILLER  
M. LYNN PAPPAS  
MARK A. REINSCH

TELEPHONE  
(904) 353-1980  
TELECOPY  
(904) 353-5217

*P00000009088*

January 17, 2000

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
1-12-00

000003104610--5  
-01/20/00--01078--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation of Legacy Homes of Northeast  
Florida, Inc.

Dear Sir/Madam:

Enclosed please find the following document in connection with  
the incorporation of Legacy Homes of Northeast Florida, Inc.:

1. Articles of Incorporation, along with a copy for certification;
2. Certificate Designating Registered Agent; and
3. A check in the amount of \$78.75 to cover the following items: (a) \$35.00 for filing fee, (b) \$8.75 for a certified copy of the Articles of Incorporation, and (c) \$35.00 for certificate designating registered agent of the corporation.

Please file the Articles at your earliest convenience and  
return the certified copy to me via regular United States Mail.

Should you have any questions regarding this transmittal,  
please call me. I appreciate your assistance in this matter.

Very truly yours,

*Frank E. Miller*

Frank E. Miller

FEM/dgr  
Enclosures

FILED  
00 JAN 20 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LEGACY HOMES OF NORTHEAST FLORIDA, INC.

FILED

00 JAN 20 AM 11:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-12-00

The undersigned, for the purposes of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name and Principal Office

Section 1.1. Name. The name of the corporation is **LEGACY HOMES OF NORTHEAST FLORIDA, INC.**

Section 1.2. Principal Office and Mailing Address. The principal office and mailing address of the corporation is located at 1914 Art Museum Drive, Jacksonville, Florida 32207.

Article II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Article IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

## Article V

### Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 1914 Art Museum Drive, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Edward D. Woodland.

## Article VI

### Directors

Section 6.1. Number. This corporation shall have one (1) director/directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-------------|-----------------------|
|-------------|-----------------------|

|                   |                                                      |
|-------------------|------------------------------------------------------|
| L. Randall Towers | 1914 Art Museum Drive<br>Jacksonville, Florida 32207 |
|-------------------|------------------------------------------------------|

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for

indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VII

##### Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### Article VIII

##### Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

##### NAME

##### STREET ADDRESS

L. Randall Towers    1914 Art Museum Drive  
Jacksonville, Florida 32207

#### Article IX

##### Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12<sup>th</sup> day of January, 2000.



L. Randall Towers, Incorporator

STATE OF FLORIDA            )  
                                  ) ss  
COUNTY OF DUVAL            )

The foregoing instrument was acknowledged before me this 12<sup>th</sup>  
day of January, 2000, by L. RANDALL TOWERS.

Joan Smith Bond  
(Print Name Joan Smith Bond)  
NOTARY PUBLIC, State of \_\_\_\_\_  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



Personally known ✓  
or Produced I. D. \_\_\_\_\_  
[check one of the above]

Type of identification produced  
\_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. §§ 48.091, 607.0501, the following is submitted:

LEGACY HOMES OF NORTHEAST FLORIDA, INC.

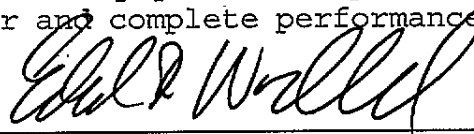
desiring to organize or qualify under the laws of the State of Florida hereby designates Edward D. Woodland as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1914 Art Museum Drive, Jacksonville, Florida 32207.



L. Randall Towers, Incorporator

Dated: January 12, 2000

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept, the obligations of that position, and I hereby agree to act 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.



Edward D. Woodland, Registered Agent

Dated: January 12, 2000

**FILED**  
00 JAN 20 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA