

**JAMES A. FREESE**

*Attorney at Law*

Post Office Box 2795, Stuart, Florida 34995-2795

Phone (561) 286-0860 Fax (561) 287-8217

1 May 2000

Domestic Charter Filing Section  
Division of Corporations

800003239389--5

-05/04/00--01051--009

\*\*\*175.00 \*\*\*\*\*87.50

Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32304-6327

Tallahassee, Florida 32399

Re: Filing Articles of Incorporation for **AUTOMATIC CLASSICS, INC.**  
And **BLUE RIBBON NEIGHBORHOODS, INC.**

Dear Document Examiner:

Enclosed are the original Articles of Incorporation and a copy for two proposed Florida corporations along with Certificates Designating Registered Agent.

Also enclosed is my check in the amount of \$175.00 which represents payment of two sets of the following fees:

Filing Fee Profit Corporation  
Registered Agent Designation  
Certified Copy of Articles  
Certificate of Status  
TOTAL

\$35.00

\$35.00

\$ 8.75

\$ 8.75

\$87.50

FILED  
00 MAY -4 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If everything is in order, then please file the original Articles of Incorporation and Certificates Designating Registered Agent. Please forward to me your certified copies of the Articles of Incorporation and Certificates of Status.

Thank you for your assistance in this matter.

Very truly yours,

James Freese

Enclosures

Copy to Client

T BROWN MAY - 8 2000

**ARTICLES OF INCORPORATION  
OF  
BLUE RIBBON NEIGHBORHOODS, INC.**

**FILED**  
00 MAY -4 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, **JAMES FREESE**, acting as incorporator and initial director of a corporation to be formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE 1 NAME AND PRINCIPAL OFFICE**

This corporation will be known as and shall do business under the name of and with the following mailing address:

**BLUE RIBBON NEIGHBORHOODS, INC.  
POST OFFICE BOX 2795  
STUART, FLORIDA 34995-2795**

**ARTICLE 2 DURATION AND COMMENCEMENT OF EXISTENCE**

The duration of this corporation is perpetual. The time of commencement of its existence is the date and time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE 3 PURPOSE, POWERS, AND NATURE OF BUSINESS**

The purpose of this corporation is to engage in any and all lawful business for which corporations may be incorporated under the laws of Florida or permitted under the laws of the United States. The corporation shall have all the general powers listed in Section 607.0302, Florida Statutes, all the emergency powers listed in Section 607.0303, Florida

Statutes, and all other powers which are necessary, convenient, or incidental to these express powers or to conduct any and all business permitted under law.

#### **ARTICLE 4 AUTHORIZED SHARES OF STOCK**

The corporation is authorized to issue one hundred (100) shares of stock, all of one (1) class, having a par value of one dollar (\$1.00) per share.

#### **ARTICLE 5 BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by appropriate action of the shareholders, but shall never be less than one (1).

#### **ARTICLE 6 INITIAL DIRECTOR AND INCORPORATOR**

The name and address of the incorporator and initial director of this corporation is:

**JAMES FREESE  
2186 UNIVERSITY OF FLORIDA STREET  
STUART, FLORIDA 34997-7016**

#### **ARTICLE 7 INFORMAL ACTION OF BOARD OF DIRECTORS**

If all of the directors of this corporation, individually or collectively, consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the board of directors.

## **ARTICLE 8 DIRECTORS' MEETING BY CONFERENCE TELEPHONE**

Members of the board of directors may participate in regular or special meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

## **ARTICLE 9 DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have the authority to fix the compensation of all officers, directors, agents, or employees of this corporation unless otherwise provided in the bylaws.

## **ARTICLE 10 INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the service of process on this corporation is as follows:

**JAMES FREESE**

**2186 UNIVERSITY OF FLORIDA STREET**

**STUART, FLORIDA 34997-7016**

## **ARTICLE 11 SHAREHOLDER QUORUM AND VOTING**

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, then the affirmative vote of at least fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

If the shares present and voting are equally divided, then the president of the corporation shall decide the matter in his or her own discretion.

## **ARTICLE 12 GREATER VOTING FOR CERTAIN ACTS**

Any provision to the contrary notwithstanding, the affirmative vote of at least seventy five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the following acts:

- a. adoption or amendment of corporate bylaws
- b. amendment of Articles of Incorporation
- c. merger of this corporation with any other business
- d. dissolution of this corporation
- e. sale of all or substantially all of the assets of this corporation.

## **ARTICLE 13 INFORMAL ACTION OF SHAREHOLDERS**

If all of the shareholders of this corporation, individually or collectively, consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the shareholders.

## **ARTICLE 14 AMENDMENT OF ARTICLES**

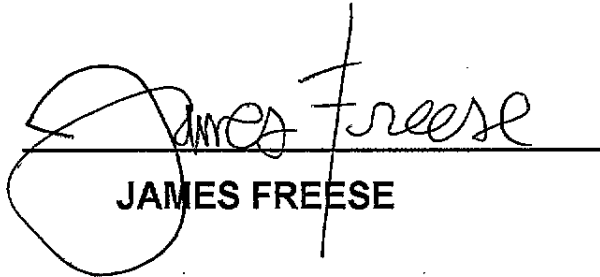
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE 15 INDEMNIFICATION**

This corporation shall have power to indemnify any person, whether past or present officer, director, employee, agent, or shareholder, in the

manner provided for in the bylaws or pursuant to the provisions of Section 607.0850, Florida Statutes, as amended.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned incorporator, have examined and executed these Articles of Incorporation on this 1<sup>st</sup> day of May, 2000.

  
JAMES FREESE

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS AND  
ACCEPTANCE THEREOF BY NAMED AGENT**

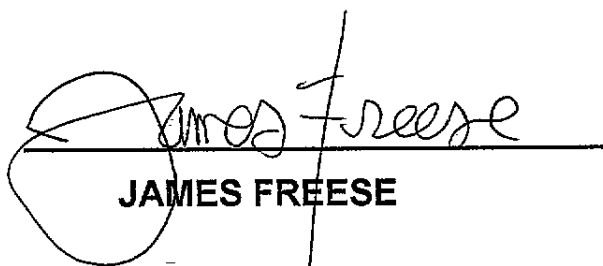
**FILED**  
00 MAY -4 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted to the Department of State:

That **BLUE RIBBON NEIGHBORHOODS, INC.**, desiring to organize as a corporation under the laws of the State of Florida, with its principal office in the County of Martin, State of Florida, has named **JAMES FREESE** with the following address as its agent to accept service of process within this state:

**JAMES FREESE  
2186 UNIVERSITY OF FLORIDA STREET  
STUART, FLORIDA 34997-7016**

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
**JAMES FREESE**