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Mary F. Booth  
R. Mark Bortner

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

November 2, 2000

**VIA OVERNIGHT DELIVERY**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Copper Leaf Homes, Inc.  
Articles of Incorporation

FILED  
00 NOV -3 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

On behalf of the above-referenced corporation, enclosed please find two executed originals of the Articles of Incorporation and our check in the amount of \$70.00, representing the filing fee and the registered agent fee. Please file these documents and return a "filed" stamped original of the Articles to me.

Your attention is directed to Article III of the Articles of Incorporation which states a specific commencement date for this Corporation. Please make sure the Secretary of State indicates the correct effective date.

If you have any questions or require further information, please contact me.

**EFFECTIVE DATE**  
11-01-00

Very truly yours,

*Kristine McReighan*  
for: David J. Sockol  
signed in absence to avoid delay

DJS/kmr  
Enclosures

cc: Copper Leaf Homes, Inc.

g/11/3

ARTICLES OF INCORPORATION  
OF  
COPPER LEAF HOMES, INC.

FILED  
00 NOV -3 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is COPPER LEAF HOMES, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 21021 U.S. Highway 19 North, Clearwater, Florida 33765.

ARTICLE III.

PRINCIPAL OFFICE

The principal office of this corporation is 21021 U.S. Highway 19 North, Clearwater, Florida 33765, and the mailing address of this corporation is 21021 U.S. Highway 19 North, Clearwater, Florida 33765.

ARTICLE IV.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of November 1, 2000.

EFFECTIVE DATE  
11-01-00

ARTICLE V.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VI.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Sandra L. Wade, 21021 U.S. Highway 19 North, Clearwater, Florida 33765.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Sandra L. Wade, 21021 U.S. Highway 19 North, Clearwater, Florida 33765.

**ARTICLE IX.**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are David J. Sockol, Esquire, 111 Second Avenue NE., Suite 1406, St. Petersburg, Florida 33701.

**ARTICLE X.**

**AMENDMENT**

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

**ARTICLE XI.**

**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XII.**

**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

#### ARTICLE XIII.

##### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.


#### ARTICLE XIV.

##### CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit;

provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 2 day of November, 2000.


  
David J. Sockol, Esquire  
INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT  
ACKNOWLEDGMENT OF REGISTERED AGENT

FILED  
00 NOV -3 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 2 day of November, 2000.

  
Sandra L. Wade