

# MACKEY, MACKEY, HALL & GOETHE, P.A.

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Also Admitted in New York

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Also Certified Public Accountant

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

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-06/01/01--01071--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: VanderHall's Homes & Land Guide, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation, along with a Certificate of Designation of Registered Agent for the above-referenced corporation.

We have also enclosed a check in the amount of \$78.75 which covers: (a) the incorporation filing fee of \$35.00; (b) designation of Registered Agent fee of \$35.00; and (c) fee to return a certified copy of the articles of incorporation of \$8.75.

Thank you for your assistance in this matter.

Sincerely,

MACKEY, MACKEY, HALL & GOETHE, P.A.

*Dianne L. Hall*

Dianne L. Hall

DLH/nc  
Enclosures  
cc: Peter J. Mackey

FILED  
01 JUN -1 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VANDERHALL'S HOMES & LAND GUIDE, INC.**

**FILED**  
01 JUN -1 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is VANDERHALL'S HOMES & LAND GUIDE, INC.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The corporation is organized to engage in the publishing business and/or any ancillary business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV**

**Authorized Shares.** The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with no par value.

**No classes of stock.** The shares of the corporation are not to be divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 5201 Woodlawn Circle East, Palmetto, FL 34221, and the name of the initial registered agent at such address is Dianne L. Hall

## **ARTICLE VI**

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholders of the corporation.

## **ARTICLE VII**

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Dianne Hall	5201 Woodlawn Circle E.	Palmetto, FL 34221

## **ARTICLE VIII**

The name and address of the initial incorporator is as follows:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Dianne Hall	5201 Woodlawn Circle E.	Palmetto, FL 34221

## **ARTICLE IX**

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

## **ARTICLE X**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

## **ARTICLE XI**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

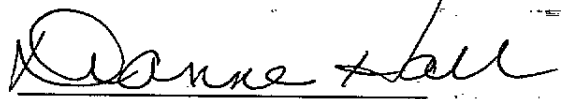
**ARTICLE XII**

The address of the principal office of the corporation is 104 Manatee Avenue East, Bradenton, FL 34205.

**ARTICLE XIII**

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey, Mackey, Hall & Goethe, P.A., 922 1402 Third Avenue West, Bradenton, Florida, on May 31, 2001.



Name

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

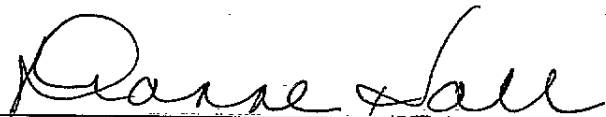
Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: VanderHall's Homes & Land Guide, Inc.
2. The name and address of the registered agent and office is:

Name: Dianne L. Hall  
Address: 5201 Woodlawn Circle E  
Palmetto, FL 34221

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Dated: 5/3/01

  
Dianne L. Hall

**FILED**  
01 JUN - 1 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA