

PO1000063965

June 22, 2001

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

FILED
01 JUN 25 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed please find Articles of Incorporation and Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$70.00 to cover the filing fee, designation or registered agent, and charter tax.

Sincerely yours,

P. Glenn Williams

P. Glenn Williams

Enclosure

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-06/25/01--01069--015
*****70.00 *****70.00

Glenn Williams
1061 Troon Drive East
Niceville, FL 32578

6-27-01
WC

ARTICLES OF INCORPORATION
GLENN WILLIAMS HOMES, INC.

FILED
01 JUN 25 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be GLENN WILLIAMS HOMES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number or shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock have a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1061 Troon Drive East, Niceville, Florida 32578. The mailing address of the initial registered office shall be P.O. Box 969, Destin, Florida 32541. The name of the Registered Agent for the corporation at that address is P. Glenn Williams.

ARTICLE V. SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII. LIMITATION OF LIABILITY

The Corporation shall indemnify its directors, officers and employees as follows:

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be inclusive of any other rights to which any director, officer, employee or agent may be entitled to as a matter of law.

ARTICLE VIII. SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any

firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

P. Glenn Williams, President
Thresa G. Williams, Vice President and Secretary

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

Mailing Address:

Physical Address:

P. Glenn Williams
P.O. Box 969
Destin, Florida 32541

P. Glenn Williams
1061 Troon Drive East
Niceville, Florida 32578

IN WITNESS THEROF, the undersigned has hereunto set his hand and seal on this 22nd day of June, 2001.

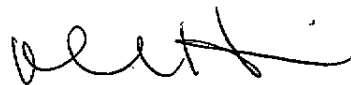
Incorporator:



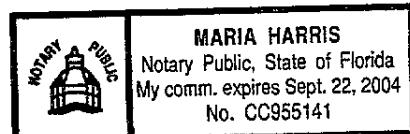
P. Glenn Williams
FL. DL W452-667-46-304-0

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 22nd day of June, 2001 by P. Glenn Williams, provided FL. DL W452-667-46-304-0



Notary Public - State of Florida - My Commission Expires



DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT:

The following is submitted in compliance with the laws of the State of Florida.

GLENN WILLIAMS HOMES, INC. a corporation organizing under the laws of the State of Florida, with its principal office located at 1061 Troon Drive East, Niceville, Florida 32578, has named P. Glenn Williams, whose address is 1061 Troon Drive East, Niceville, Florida 32578, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

P. Glenn Williams

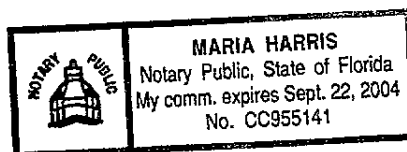
P. Glenn Williams
FL DL W452-667-46-304-0

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, this day personally appeared P. Glenn Williams, who after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 22nd day of June, 2001. *Provided*
FL DL W452-667-46-304-0

[Signature]
Notary Public
State of Florida
My Commission Expires:



FILED
01 JUN 25 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FL 32301