

Proposed 137

Hollans Knight LLP
 Registered Name

315 So. Calhoun Street
 Address

425-5675
 Phone #

City/State/Zip

Office Use Only

FILED
 02 JUN 14 AM 11:19
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Homes With A Heart, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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- Walk in Pick up time 4:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name
- [Handwritten signature]*
6/14

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

RECEIVED
 02 JUN 14 AM 10:54
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
HOMES WITH A HEART, INC.

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ARTICLE I

The name of the corporation is HOMES WITH A HEART, INC., and the principal office address and the mailing address is 2293 W. Eau Gallie Boulevard, Melbourne, FL 32935.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one thousand (1,000) shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three (3) directors whose name and addresses are as follows:

Richard Hawkes	2293 W. Eau Gallie Boulevard, Melbourne, FL 32935
Kathryn Byrnes	2293 W. Eau Gallie Boulevard, Melbourne, FL 32935
Lisa Oas	2293 W. Eau Gallie Boulevard, Melbourne, FL 32935

ARTICLE XI

The initial registered agent of the corporation is Richard Hawkes. The street address of the corporation's initial registered office is 2293 W. Eau Gallie Boulevard, Melbourne, FL 32935.

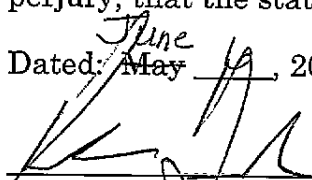
ARTICLE XII

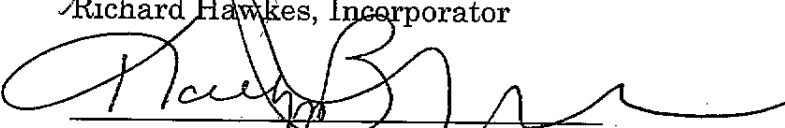
The name and address of the incorporators of the corporation are as follows:

- Richard Hawkes 2293 W. Eau Gallie Boulevard, Melbourne, FL 32935
- Kathryn Byrnes 2293 W. Eau Gallie Boulevard, Melbourne, FL 32935
- Lisa Oas 2293 W. Eau Gallie Boulevard, Melbourne, FL 32935

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these articles of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: ~~May~~ ^{June} 19, 2002.


Richard Hawkes, Incorporator

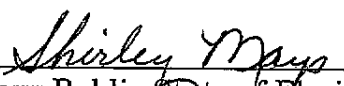

Kathryn Byrnes, Incorporator


Lisa Oas, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

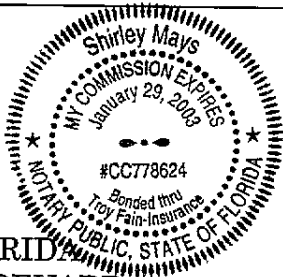
The foregoing instrument was acknowledged before me this 6th day of June, 2002, by Richard Hawkes, who is personally known to me or has produced _____ as Identification.




Notary Public, State of Florida
Commission Number: CC778624

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 6th day of June, 2002, by Kathryn Byrnes, who is personally known to me or has produced _____ as Identification.



Shirley Mays
Notary Public State of Florida
Commission Number: _____

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 6th day of June, 2002, by Lisa Oas, who is personally known to me or has produced _____ as Identification.



Shirley Mays
Notary Public-State of Florida
Commission Number: _____

ACCEPTANCE OF REGISTERED AGENT

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: 6.6.02

[Signature]
Richard Hawkes, Registered Agent

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