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**Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**CROSS AND SPENCE BUILDERS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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**ARTICLES OF INCORPORATION  
OF  
CROSS AND SPENCE BUILDERS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

**NAME**

The name of the corporation shall be CROSS AND SPENCE BUILDERS, INC.

**Article II**

**DURATION**

This corporation shall exist perpetually.

**Article III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of providing general residential and commercial construction services and residential and commercial construction management services.

**Article IV**

**MAILING ADDRESS**

The initial mailing address of the corporation is 2826 SW 140<sup>th</sup> Place, Ocala, FL 34473.

**Article V**

**CAPITAL STOCK**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having one dollar (\$1.00) par value.

(b) **Preemptive Rights.** Shareholder shall have no preemptive rights.

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- (c) Cumulative Voting. Cumulative voting shall not be permitted.

#### Article VI

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2826 SW 140<sup>th</sup> Place, Ocala, Florida 34473. The name of the initial registered agent of this corporation at that address is Arthur Cross.

#### Article VII

#### DIRECTORS

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Arthur Cross	2826 SW 140 <sup>th</sup> Place Ocala, FL 34473
John Spence	2826 SW 140 <sup>th</sup> Place Ocala, FL 34473

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### Article VIII

#### INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership,

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joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having being a director, officer, employee or agent as herein provided the foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### Article IX

#### BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the directors.

#### Article X

#### INCORPORATOR

The name and street address of the incorporator of this corporation is:

Arthur Cross  
2826 SW 140<sup>th</sup> Place  
Ocala, Florida 34473

#### Article XI

#### AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on July 12  
2002.

  
ARTHUR CROSS

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STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on Aug 12<sup>th</sup>, 2002  
by ARTHUR CROSS, who is personally known to me, and who did not take  
an oath.



Gene A. Samuels  
Commission # CC 958134  
Expires Aug. 27, 2004  
Resided Here  
Atlantic Bonding Co., Inc.

My Commission Expires:

Aug. 27, 2004

Gene Samuels  
Notary Public, State of Florida at Large

GENE A. SAMUELS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CROSS AND SPENCE BUILDERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the Ocala, State of Florida, has named Arthur Cross, located at 2826 SW 140<sup>th</sup> Place, Ocala, Florida 34473, as its agent to accept service of process within Florida.

Arthur Cross

Arthur Cross, Incorporator

Dated: 08-12-02

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Arthur Cross

Arthur Cross, Registered Agent

Dated: 08-12-02

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