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OVERNIGHT MAIL

MEMORANDUM

TO: Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FROM: Linda Topping, Legal Assistant

DATE: August 30, 2002

RE: Gem of the Hills Custom Homes, Inc.
Our File No. 02-11028

600007532896--7
-09/05/02--01018--002
*****78.75 *****78.75

Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)
2. \$78.75 check for:
 - \$ 70.00 filing fee
 - \$ 8.75 Certificate of Status

Please file the Articles of Incorporation noting the **effective date of August 30, 2002**, and return a "file stamped" copy of the Articles of Incorporation to this office along with the Certificate of Status.

Enclosures
cc: Client

FILED
02 SEP -5 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 9/10

ARTICLES OF INCORPORATION

FILED

of

02 SEP -5 AM 9:06

GEM OF THE HILLS CUSTOM HOMES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: GEM OF THE HILLS CUSTOM HOMES, INC., 11303 Cypress Shore Court, Clermont, FL 34711.

ARTICLE II

Purposes

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

ARTICLE III

Effective Date

The date that corporate existence shall begin is August 30, 2002. This election is pursuant to Florida Statute 607.0203.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

Thomas Michael Pechous

P.O. Box 65
Minneola, FL 34755

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

Thomas Michael Pechous

P.O. Box 65
Minneola, FL 34755

Nora Lynn Pechous

P.O. Box 65
Minneola, FL 34755

ARTICLE V

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$10.00.

ARTICLE VI
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 VII
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VIII
Term of Existence

This corporation shall exist perpetually.

ARTICLE IX
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE X
Registered Office and Registered Agent

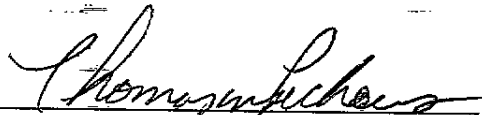
The address of the initial registered office of this corporation is 700 Almond Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is Richard H. Langley at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

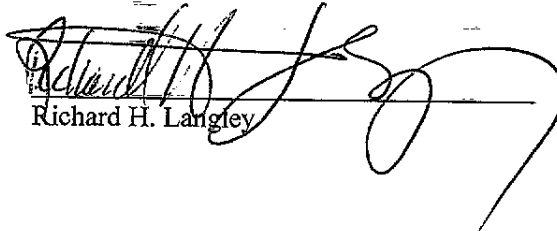
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this August 30, 2002.


Thomas Michael Pechous

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for GEM OF THE HILLS CUSTOM HOMES, INC., as stated in these Articles of Incorporation.

Dated: August 30, 2002.


Richard H. Langley

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TALLAHASSEE, FLORIDA