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FILED
02 SEP 16 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

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

- 1- CORDOBA DEVELOPMENT 100, INC.
- 2- _____
- 3- _____
- 4- _____

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

QB 9/16

ARTICLES OF INCORPORATION
of
CORDOBA DEVELOPMENT 100, INC.
Incorporated Under The Laws of the State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator is a natural person with full legal capacity and makes, subscribes, and files these Articles of Incorporation with the Florida Department of State to organize a corporation under the Florida Business Corporation Act, Ch. 607, Florida Statutes, which is called the "Act" in these Articles.

1. NAME

The name of this Corporation is:

CORDOBA DEVELOPMENT 100, INC.

It is called "*this Corporation*" in these Articles.

2. PRINCIPAL OFFICE/MAILING ADDRESS

The street address of this Corporation's initial principal office is:

3802-A GUNN HIGHWAY
TAMPA, FLORIDA 33624

This Corporation's initial mailing address is:

3802-A GUNN HIGHWAY
TAMPA, FLORIDA 33624

3. REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office is:

SUITE F
11700 NO. 58TH. STREET
TAMPA, FLORIDA 33617

This Corporation's initial registered agent is:

JOE CASTELLO

This Corporation's initial registered agent maintains a business office identical with this Corporation's initial registered office. This Corporation's registered office or registered agent, or both, may be changed by this Corporation's President.

4. CAPITAL STOCK

The total number of shares that this Corporation may issue is 100 common shares without par value. No other shares are permitted. Pre-Emptive rights may be granted a shareholder only by a Shareholder Agreement.

5. INCORPORATOR

The Incorporator of this Corporation is:

J. W. ("JOE") CASTELLO
SUITE F, 11700 NO. 58th STREET
TAMPA, FLORIDA 33617

6. PURPOSE AND POWERS

6.1 General:

This Corporation's purpose is limited to land development ventures involving, or related to, the organization known as Centex Homes, its successors, assigns, or affiliates, as the case may be, unless other purposes may be authorized by Shareholder Action. This Corporation has all powers provided by the Act to fulfill its limited purpose.

6.2 Guarantees:

This Corporation specifically is empowered to endorse, guarantee, or pledge or otherwise encumber any of its assets to secure, in any applicable combination, any debt or other obligation of any person, including any of its shareholders or affiliates, to the extent it may be determined by Shareholder Action that a benefit will accrue to this Corporation by virtue of any such endorsement, guaranty, or pledge, as the case may be.

6.3 Indemnification:

This Corporation specifically is empowered to defend, indemnify, and hold its officers, directors, shareholders, incorporator, employees, agents, associates, and affiliates harmless of, from, and against any claims, losses, or liabilities to the extent (i) not prohibited by any applicable law, and (ii) from time to time so authorized by Shareholder Action.

6.3.1 Scope:

Specifically, this Corporation by Shareholder Action may provide such defense and indemnification for unauthorized, wrongful, negligent, reckless, grossly negligent, criminal, and intentional acts or omissions to the maximum extent not prohibited by any applicable law. The scope of any such indemnification further may include all costs and expenses, including fees and other compensation for attorneys and other professionals, incurred in (i) defending any indemnified claim, or (ii) in enforcing the indemnity, or (iii) both.

6.3.2 General:

Unless provided otherwise by Shareholder Action, however, all of the following apply:

- (a) This Corporation's employees, agents, associates, and affiliates, other than its officers, directors, and shareholders, are not entitled to defense and indemnification by this Corporation.
- (b) This Corporation's officers, directors, and shareholders are entitled to defense and indemnification by this Corporation only if and to the extent the officer, director, or shareholder, as the case may be (i) acted, or failed to act, in good faith, and (ii) in a manner such person reasonably believed to be in, or not

opposed to, the best interests of this Corporation, and (iii) with respect to any non-felonious criminal action, had no reasonable cause to believe such action, or failure to act, was unlawful.

- (c) This Corporation will compensate its incorporator and each registered agent for any services properly performed, and any expenses properly advanced or incurred, in acting as such and will indemnify each such person against any losses, liabilities, costs, or expenses so incurred.

7. GOVERNANCE

7.1 Shareholder Action:

Wherever these Articles or other documents of this Corporation refer to "*Shareholder Action*," such term means any of the following:

- (a) The vote of the holder(s) of at least 51% of this Corporation's authorized common shares at the time such action is taken; or
- (b) A written action by such holders taken in compliance with the applicable requirements of Sect. 607.0704 of the Act; or
- (c) A unanimous written action by the holder(s) of all of this Corporation's authorized shares.

7.2 Shareholder Agreements:

The shareholders of this Corporation may elect to govern any of this Corporation's affairs by one or more shareholder agreements or voting trusts, or both, as respectively authorized by Sects. 607.0730, et seq., of the Act (a "*Shareholder Agreement*"). Specifically, a Shareholder Agreement may modify: (i) the foregoing requirements for Shareholder Action, and (ii) the provisions of these Articles relating to this Corporation's Board of Directors, which may be dispensed with entirely by a Shareholder Agreement.

7.3 Share Transfer Restrictions:

Any such Shareholder Agreement may restrict or prohibit, as the case may be, the transfer of this Corporation's shares (either absolutely or as security for any debt), the exercise of voting rights, and the rights to declare and receive dividends (current or liquidating).

Unless expressly permitted by a Shareholder Agreement, none of this Corporation's shares may be so transferred without the unanimous consent or approval the holder(s) of all of this Corporation's then issued and outstanding shares if: (i) this Corporation at the time has in effect a valid election to be taxed under Subchapter S (or any similar successor provision) of the Internal Revenue Code of the United States of America (the "*Code*"), and (ii) such transfer, if completed, would revoke or terminate any such election.

The foregoing requirement for unanimous shareholder approval also applies (unless expressly permitted by a Shareholder Agreement) to any such transfer that would revoke, terminate, or otherwise impair: (i) any stock issuance or benefit plan of this Corporation under the Code, (ii) this Corporation's ability to conduct its ordinary business under any applicable licensing or qualification laws of any jurisdiction where it at the time is doing business, or (iii) any privileged status it may have acquired in connection with conducting its ordinary business,

such as Small Business Administration or Minority Business Enterprise approval or qualification.

7.4 Duty of Inquiry:

Any transferee of any of this Corporation's shares is on notice of the foregoing restrictions and prohibitions upon the transfer of this Corporation's shares and has the duty to inquire into the possible existence of one or more Shareholder Agreements authorizing, restricting, or prohibiting a particular transfer, as the case may be, regardless of whether noted on any of this Corporation's share certificates. Such inquiry may be made at this Corporation's principal office.

7.5 By-Laws:

This Corporation's Board of Directors or shareholders from time to time may adopt, change, and rescind By-Laws for the management of this Corporation's affairs; but no By-Laws are required. Any By-Laws that may be adopted by the Board of Directors may be rescinded or amended by Shareholder Action; but any By-Laws that may be adopted by Shareholder Action may be rescinded or amended only by Shareholder Action, unless they expressly provide otherwise.

7.6 Written Action:

Any action that the shareholders or directors of this Corporation may take by a vote may be taken by unanimous written action, without a meeting or deliberation. Any such unanimous written action may be executed before or after the action taken or confirmed and may have a stated effective date other than its date of actual execution and delivery. Signing any such unanimous written action is a waiver of all notices and other formal requisites to the action so taken. No such action by the shareholders of this Corporation may be taken by written action as provided in Sect. 607.0704 of the Act, however.

7.7 Board:

Unless provided otherwise by these Articles, a Shareholder Agreement, any By-Laws, or Shareholder Action, this Corporation's affairs are managed, and all of its privileges, rights, powers, and immunities are exercised, by a Board of Directors in compliance with all of the following:

- (a) One director must be this Corporation's President.
- (b) The number of directors initially is two and may be changed only by Shareholder Action.
- (c) Each director is elected by Shareholder Action.
- (d) Cumulative voting for election of directors is prohibited.
- (e) Each director serves a term of one year and until a successor is elected and qualifies, unless that director sooner dies, resigns, or is incapacitated, removed, or otherwise unable to serve.

- (f) Any director, or the entire Board of Directors, may be removed, with or without cause, by Shareholder Action; and no director has or may be granted any vested right, power, privilege, or immunity in the office of director.
- (g) Whenever this Corporation may have a Board of Directors consisting of two or more directors, then, upon the death, incapacitation, or other inability of any director to act, the remaining director(s), regardless of whether the remaining director(s) is or are a majority of the Board of Directors or the President of this Corporation, may manage all of this Corporation's affairs, and exercise all of this Corporation's powers, without electing or appointing any successor(s) in office to the dead, incapacitated, or disabled director(s), as the case may be.
- (h) Whenever this Corporation may have a Board of Directors consisting of only one director, however, then, upon the death, incapacitation, or other inability of the sole director and President to act, any then incumbent Vice President of this Corporation may manage all of this Corporation's affairs, and exercise all of this Corporation's powers, to the extent necessary, convenient, desirable, or expedient to conduct this Corporation's ordinary business and affairs until such time as a successor to the sole director and President is elected and qualifies.
- (i) Unless it expressly provides otherwise, any action taken by Shareholder Action may be rescinded, amended, or otherwise changed only by subsequent Shareholder Action, and not by the Board of Directors.

7.8 Officers:

This Corporation must have a President and may have such other officers, with such duties, responsibilities, and authority, as may be (i) set forth in these Articles, or (ii) determined by the Board of Directors, by Shareholder Action, or both. Unless provided otherwise by Shareholder Action, the President serves at the pleasure of the Board of Directors and until a successor is elected and qualifies.

7.8.1 Assistant Secretaries:

This Corporation may have one or more Assistant Secretaries, whose duties, responsibility, and authority strictly are confined to (i) attesting, with or without affixing this Corporation's seal, the signature or other act of any executive officer taken in the name or otherwise on behalf of this Corporation, and (ii) certifying or attesting, as appropriate, with or without using this Corporation's seal, the incumbency of this Corporation's officers and directors and copies of any of its official records.

7.8.2 Vice President:

Upon the death, total disability, incapacitation, or other inability of a President and sole director of this Corporation to act, the then incumbent Vice President of this Corporation, if any (or, if there be more than one, the then incumbent Executive Vice President of this Corporation, if any), may exercise all powers and authority of the President to conduct this Corporation's ordinary business and affairs until a successor to the President and sole Director is elected and qualifies.

If appropriate at the time, any such person also has the authority, but not the duty, to take all actions required to wind up this Corporation's business and affairs and to liquidate and dissolve this Corporation.

7.9 Seal:

This Corporation's official seal for all purposes is the following, or any handwritten, printed, or other facsimile of the following:

(CORPORATE SEAL)

This Corporation also from time to time may have, as an adoptive seal, one or more printed or impression seals, any of which has the same force and effect as this Corporation's official seal, so long as any such adoptive seal contains the words "corporate seal."

7.10 Affiliated Transactions:

This Corporation expressly elects not to be governed by the provisions of Sects. 607.0901 and 607.0902 of the Act, as well as any other provisions of the Act that may authorize an express negative election by these Articles as to their applicability to this Corporation.

7.11 Act:

To the maximum permissible extent, the express provisions of these Articles control anything to the contrary contained in the Act. The provisions of the Act, as from time to time in force and effect, otherwise supplement these Articles and apply to the governance, management, and conduct of the affairs and business of this Corporation, except to the extent inconsistent with the express provisions of these Articles. Wherever these Articles may refer to a specific section of the Act, such reference includes the most nearly comparable successor provision(s) of the Act.

Notwithstanding the foregoing, no subsequent amendment or other change to the Act may alter, diminish, or otherwise impair any previously vested right, power, privilege, immunity, or franchise of this Corporation, or any action properly taken in compliance with any previous provision.

8. DURATION

This Corporation exists perpetually.

9. PERSONS

9.1 President & Director:

The following person is this Corporation's initial President and director:

LANCE PONTON
3802-A GUNN HIGHWAY
TAMPA, FLORIDA 33624

Such person continues in such capacities until his successor(s) is or are elected and qualify, unless he sooner dies, resigns, is incapacitated, removed, or otherwise unable to serve.

9.2 Vice President & Director:

The following person is this Corporation's initial Vice President and director:

ROBERT S. VERNICEK
MAIN RD., RT. 202
MONTVILLE, NJ 07045

Such person continues in such capacities until his successor(s) is or are elected and qualify, unless he sooner dies, resigns, is incapacitated, removed, or otherwise unable to serve.

10. GENERAL

10.1 Effect:

This Corporation begins corporate existence when these Articles are accepted for filing by the Florida Department of State. Unless so accepted, however, these Articles have no force or effect.

10.2 Amendment:

Unless expressly provided otherwise in these Articles, they may be rescinded, amended, or otherwise changed only by Shareholder Action and otherwise in compliance with any applicable requirements of the Act.

10.3 Interpretation:

Unless these Articles expressly or necessarily require otherwise: each provision applies from time to time and at any time; any use of the present tense includes the future tense, and vice-versa; any use of one gender includes all genders; and any use of the singular includes the plural, and vice-versa. Headings in these Articles are provided primarily for indexing and are not necessarily intended to have any substantive effect.

10.4 Definitions:

As may be used in these Articles, "*any*" means "any and all," "*good faith*" is used in the Uniform Commercial Code sense of "honesty in fact," "*include*" and "*including*" each are used in the sense of "including, but not limited to," any duty to "*indemnify*" includes the duties to defend and hold harmless, "*may not*" and other negative forms of the verb "*may*" each are prohibitive, "*person*" means any natural person or artificial entity with legal capacity, "*specifically*" is used in the sense of "without limiting the generality of the foregoing," "*unless*" means "unless, until, and only to the extent that," and "*will*" and "*must*" each are mandatory.

11. EXECUTION

To *Witness* the foregoing, these Articles of Incorporation have been executed September 13, 2002 by this Corporation's Incorporator for the purposes stated.


J. W. ("JOE") CASTELLO,
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is:

CORDOBA DEVELOPMENT 100, INC.

2. The name and address of the registered agent and office is:

JOE CASTELLO
SUITE F
11700 NO. 58TH. STREET
TAMPA, FLORIDA 33617

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.



JOE CASTELLO, September 13, 2002