

P02000112655

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CULTURALLY DESIGNED COMMUNITIES OF SOUTH FLORIDA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200008456592--6

-10/21/02--01001--008

*****78.75 *****78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: S WILLIAM TAMMINGA
Name (Printed or typed)

3601 SW 117TH AVENUE
Address

MIAMI, FLORIDA 33175
City, State & Zip

(305) 552-5127
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 18 PM 4: 26

RECEIVED
02 OCT 18 PM 4: 29
DIVISION OF CORPORATION

NOTE: Please provide the original and one copy of the articles.

ajc
10/18

ARTICLES OF INCORPORATION
OF
CULTURALLY DESIGNED COMMUNITIES OF
SOUTH FLORIDA , INC.

A For-Profit Corporation

ARTICLE I - NAME

The name of the corporation is:

CULTURALLY DESIGNED COMMUNITIES OF SOUTH FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The **registered office** of the corporation in the State of Florida is located at 3601 SW 117th Avenue, Suite 310, Miami, Florida 33175. This Corporation may maintain an office, or offices, in such other place within or without the State of Florida as may from time to time be designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Florida as well as within the State of Florida.

The **mailing address** of said corporation shall be P.O. Box 1476, Cabot, Arkansas, 72023.

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ARTICLE III – PURPOSE

The **purpose** for which this Corporation is formed is to do all things necessary or convenient to carry out its business and affairs, including, but not limited to:

1. Sue and be sued, complain and defend in its corporate name;
2. Have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
3. Make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
4. Purchase, receive, lease, or otherwise acquire, and own, hold, improve, use and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located;
5. Sell, convey, mortgage, pledge, lease, exchange and otherwise dispose of all or any part of its property;
6. Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
7. Make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations which may be convertible into or include the option to purchase other securities of the corporation, and secure any of its obligations by mortgage or pledge of any of its property, franchises or income;
8. Lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
9. Be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;
10. Conduct its business, locate offices and exercise the powers granted by this act within or without this state;
11. Elect directors and appoint officers, employees, and agents of the corporation, define their duties, fix their compensation, and lend them money and credit;
12. Pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents;
13. Make donations for the public welfare or for charitable, scientific, or educational purposes;
14. Transact any lawful business, and;
15. Make payments or donations, or do any other act, not inconsistent with law that furthers the business and affairs of the corporation.

ARTICLE IV - SHARES OF STOCK

The total number of voting **common stock** authorized that may be issued by the Corporation is one thousand (1,000) shares of stock with a par value of 'No par value', and no other class of stock shall be authorized. Shares of stock may be issued by the corporation from time to time for such considerations as may be fixed by the Board of Directors. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE V - OFFICERS and DIRECTORS

The governing board of this corporation shall be known as **directors**, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The initial number of directors shall be three (3), and the names, addresses, and titles of the first Board of Directors shall be listed as follows:

<u>NAME</u>	<u>TITLE</u>	<u>POST OFFICE ADDRESS</u>
John B. Robinson	President	P.O. Box 1476 Cabot, AR 72023
S. William Tamminga	Vice President	3601 SW 117 th Ave Miami, FL 33175
William R. Nunnally	Vice President	P.O. Box 1476 Cabot, AR 72023

ARTICLE VI - REGISTERED AGENT

The name and post office address of the **Registered Agent** of the corporation is:

S. William Tamminga
3601 SW 117th Avenue
Miami, Florida 33175

ARTICLE VII - INCORPORATOR

The name and post office address of the **Incorporator** of the corporation is:

William R. Nunnally
P.O. Box 1476
Cabot, Arkansas 72023

ARTICLE VIII - PERPETUITY

The corporation is to have **perpetual** existence.

ARTICLE IX - POWERS OF DIRECTORS

In furtherance of, but not a limitation on, the **powers** conferred by statute, the Board of Directors is expressly authorized, subject to the By-Laws, if any, adopted by the Stockholders:

1. To make and amend the By-Laws of the Corporation;
2. To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation;
3. By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.
4. When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation including its good will and its corporate franchises upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

ARTICLE X - STOCK ISSUANCE

No shareholder shall be entitled as a matter of right to subscribe for or receive **additional shares** of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

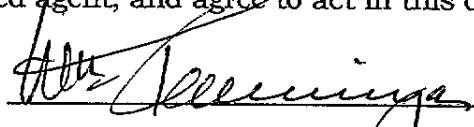
ARTICLE XI - DIRECTOR and OFFICER LIABILITY

To the fullest extent permitted by law, an officer or director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as an officer or director. Any repeal or modification of the forgoing provisions of this Article XI by the stockholders of the corporation shall not adversely affect any right or protection of an officer or director of the corporation existing at the time of such repeal or modification. This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

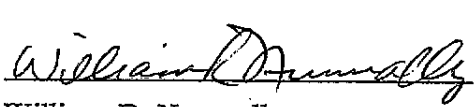
ARTICLE XII - AMENDMENTS

This Corporation reserves the right to **amend, alter, change or repeal** any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation. The Incorporator may make corrections to the name of the corporation if authorized by resolution of the Board of Directors.

Having been named as **Registered Agent** to accept service of process for the above stated corporation, at the place designated in this certificate, I, the undersigned, am familiar with and accept the appointment as registered agent, and agree to act in this capacity.


S. William Tamminga

Being the **Incorporator** herein named for the purpose of forming a Corporation pursuant to chapter 607 and/or Chapter 621 of the Florida Statutes, I, the undersigned, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this **fifteenth day of October, 2002**.


William R. Nunnally

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