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DEAN MEAD ORLANDO

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Rainbow Springs Homebuilders, Inc.1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

RAINBOW SPRINGS HOMEBUILDERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Rainbow Springs Homebuilders, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 8625 S. W. 200<sup>th</sup> Circle, Dunnellon, Florida 34431, which shall also be the Corporation's mailing address.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of Ten Cents (\$.10) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 8625 S. W. 200<sup>th</sup> Circle, Dunnellon, Florida 34431. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is James T. Collins. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
T.A. Clarke and Associates, Inc.	760 Pacific Road, Suite 24 Oakville, Ontario, Canada L6L 6M5

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be four (4).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Thomas A. Clarke	760 Pacific Road, Suite 24 Oakville, Ontario, Canada L6L 6M5
Don Newman	760 Pacific Road, Suite 24 Oakville, Ontario, Canada L6L 6M5
James T. Collins	8625 S. W. 200 <sup>th</sup> Circle Dunnellon, Florida 34431
David A. Spencer	760 Pacific Road, Suite 24 Oakville, Ontario, Canada L6L 6M5

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

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ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 5th day of February, 2003.

T.A. CLARKE AND ASSOCIATES, INC.

By: 

Thomas A. Clarke, President

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TALLAHASSEE  
SECRETARY OF STATE

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

James T. Collins

Date: February 5, 2003

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