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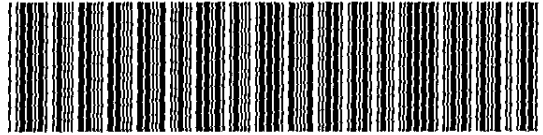
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 148780 129753A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 26, 2003

ORDER TIME : 12:52 PM

ORDER NO. : 148780-005

CUSTOMER NO: 129753A

CUSTOMER: Mr. Steven H. Kane
Steven H. Kane, P.a.

Suite 100
557 North Wymore Road
Maitland, FL 32751

DOMESTIC FILING

NAME: HORIZON HOMES OF AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
HORIZON HOMES OF AMERICA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **HORIZON HOMES OF AMERICA, INC.**

ARTICLE II - 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.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 197 Montgomery Road, #120, Altamonte Springs, Florida 32714.

ARTICLE IV - 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 Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the real estate development business and to engage in any other profitable venture.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property whether or not such property is necessary for the rendering of professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 557 North Wymore Road, Suite 100, Maitland, Florida 32751. 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 STEVEN H. KANE. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INCORPORATOR

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

Name

Address

STEVEN H. KANE

557 North Wymore Road, Suite 100
Maitland, Florida 32751

ARTICLE IX - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- 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 name and address of the initial member 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 has qualified, are:

<u>Name</u>	<u>Address</u>
GREGG A. WASSERMAN	197 Montgomery Road, #120 Altamonte Springs, FL 32714

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE X- INITIAL OFFICERS

The name and address of the initial officers of the Corporation, to 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>
GREGG A. WASSERMAN - President and Treasurer	197 Montgomery Road, #120 Altamonte Springs, FL 32714
RICHARD BREWER - Vice President and Secretary	197 Montgomery Road, #120 Altamonte Springs, FL 32714
DAVID J. SCHULTE - Vice President	197 Montgomery Road, #120 Altamonte Springs, FL 32714

ARTICLE XI- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII - SHAREHOLDERS

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type or agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XIV - DATE OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles and shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation at Orlando,, Florida this 24 day of JUNE, 2003.



STEVEN H. KANE

DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE

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: Steven H. Kane
STEVEN H. KANE

Date: 6/24/03

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