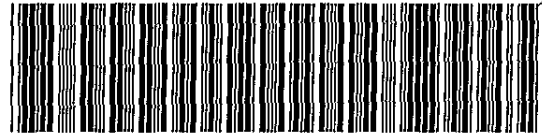


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TRANSMITTAL LETTER

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

HDYII, Inc.

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Harvey D. Yost II
Name (Printed or typed)

269 Colonade Circle
Address

Naples, FL 34103
City, State & Zip

(239) 262-0568
Daytime Telephone number

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

HDYII, INC.

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03 AUG 22 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned, a natural person of legal age, does hereby subscribe for the purpose of forming and organizing a corporation for profit under the provisions of the **Florida Business Corporation Act**, and does hereby adopt the following Articles of Incorporation covering the existence and organization of such corporation:

ARTICLE 1 - NAME AND TERM OF EXISTENCE OF CORPORATION

- 1.1 The name of the corporation shall be HDYII, Inc.
- 1.2 The corporation shall have perpetual existence unless sooner dissolved according to applicable law.

ARTICLE 2 - PRINCIPAL OFFICE OF CORPORATION

- 2.1 The initial address of the principal office of the corporation, which is its principal place of business, is 269 Colonnade Circle, Naples, Florida 34103, and the mailing address is the same.

ARTICLE 3 - PURPOSES, POWERS AND MANAGEMENT OF CORPORATION

- 3.1 The purposes for which the corporation is organized are to engage in the purchase, remodeling and sale of real estate as well as any other activity or business permitted under the laws of the **United States of America** and of the **State of Florida**.

- 3.2 The corporation shall have and possess the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations imposed herein or by applicable law.

- 3.3 The corporation shall be managed by a Board of Directors whose initial membership shall consist of one (1) director, and whose membership shall be as hereafter determined in the Bylaws of the corporation. The Board of Directors shall elect the officers of the corporation, who shall initially consist of a Chairman of the Board, Chief Executive Officer, President, Chief Operating Officer, Secretary and Treasurer, and who shall hereafter consist of such officers or additional officers as the Board of Directors may provide for. The Board of Directors may elect an executive committee, and may delegate to such committee, as well as to the officers of the corporation, such powers as they deem advisable. The Board of Directors of the corporation shall be elected by a majority of the common stock of the corporation entitled to vote which is present and participating in person or by proxy at the meetings of the shareholders of the corporation to be held as prescribed by the Bylaws. No director or officer of the corporation shall be required to be a shareholder of the corporation. All of the officers of the corporation shall have such tenure of office, powers and duties as may be prescribed by the Bylaws of the corporation or by appropriate resolution of the Board of Directors of the corporation.

- 3.4 The Board of Directors of the corporation shall have the power, without the assent or vote of the shareholders of the corporation, to make, alter, amend or repeal the Bylaws of the corporation, but the affirmative vote of a number of the members of the Board of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws of the corporation.

- 3.5 The shareholders and the Board of Directors of the corporation may take any action that could be taken at a meeting, without a meeting, provided written consents are signed and filed in accordance with the **Florida Business Corporation Act**. All meetings of the shareholders and the Board of Directors of the corporation may be held within or without the **State of Florida**, upon such call and notice as may be prescribed by the Bylaws of the corporation or applicable law.

3.6 The corporation shall indemnify and save its officers and directors harmless of and from any suits, actions or judgments arising out of their conduct of the affairs of the corporation, in which any liability shall be alleged or imposed upon any of the officers or directors of the corporation, from any act done by any such officers or directors in behalf of the corporation, and the corporation shall pay all costs, legal expenses and any other charges that said officers or directors may incur in the defense of any such claim, suit or action that may be instituted against said officer or director in his or her individual capacity, it being the purpose and intention that the corporation shall save its officers and directors harmless from any action taken by them in its behalf to the maximum extent indemnification is permitted under the Florida Business Corporation Act.

3.7 No contract or act of transaction of the corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any shareholder, director or officer of the corporation is a party to or interested in such contract or transaction, and each and every shareholder, director and officer of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for his or her own benefit or for the benefit of any firm, association or corporation in which he or she may be in anyway interested.

ARTICLE 4 – SHARES AND CAPITALIZATION OF CORPORATION

4.1 The number of shares that the corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, all of one class, of the par value of \$1.00 per share, and each share of such common stock shall entitle the holder thereof to one vote at any meeting of the shareholders of the corporation.

4.2 The Board of Directors of the corporation may authorize the issuance, from time to time, of shares of the capital stock of the corporation of any class, whether now or hereafter authorized, or securities convertible into shares of such stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth herein or in the Bylaws of the corporation.

4.3 Every shareholder of the corporation, upon the sale for cash of any new stock or convertible securities of the corporation, shall have the right to purchase his or her pro-rata share thereof at the same price at which any such stock is offered to others.

4.4 Subject to the provisions of Paragraph 4.3 hereof, the Board of Directors of the corporation may, from time to time, by Restated Articles of Incorporation, classify or re-classify any unissued stock of the corporation by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of any such stock.

4.5 The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the corporation, the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

4.6 All of the shares of stock of the corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the corporation and on the transferability of the shares of stock of the corporation. A copy of such Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.

4.7 All holders of shares of common stock shall be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE 5 – INITIAL OFFICERS AND DIRECTORS OF CORPORATION

5.1 The initial officers of the corporation are:

Chief Executive Officer and Chairman of the Board: Harvey D. Yost II
Chief Operating Officer, President, Secretary and Treasurer: Donna Occhipinti Yost;

whose respective addresses are the same as the principal office of the corporation.

5.2 The initial member of the Board of Directors of the corporation is Harvey D. Yost II, whose address is the same as the principal office of the corporation.

ARTICLE 6 - REGISTERED AGENT AND OFFICE OF CORPORATION

6.1 The name and address of the initial registered agent of the corporation is Harvey D. Yost II, 269 Colonade Circle, Naples, Florida 34103, and his mailing address is the same.

6.2 The initial address of the registered office of the corporation is 269 Colonade Circle, Naples, Florida 34103, and the mailing address is the same.

ARTICLE 7 - INCORPORATOR OF CORPORATION

7.1 The name and street address of the incorporator of the corporation is Harvey D. Yost II, whose address is 269 Colonade Circle, Naples, Florida 34103.

ARTICLE 8 - EFFECTIVE DATE AND AMENDMENT

8.1 These Articles of Incorporation shall be effective immediately upon their approval and filing by the Secretary of State of the State of Florida.

8.2 The corporation reserves the right to amend, alter, change or repeal any provision contained herein, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by applicable law. All rights conferred herein upon shareholders of the corporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of August, 2003.



Harvey D. Yost II, Incorporator

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

Harvey D. Yost II, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Business Corporation Act.



Harvey D. Yost II, Registered Agent

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03 AUG 22 PM 1:00
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