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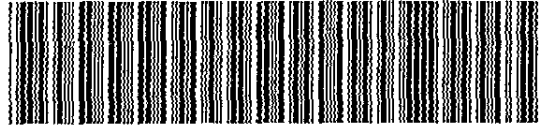
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

9/9

TRANSMITTAL LETTER

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

SUBJECT: Housing Solutions Group, Inc
(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: Leslie PERSONEUS
Name (Printed or typed)

12014 Cobblewood LN, N
Address

Jacksonville, FL 32225
City, State & Zip

904-564-2323
Daytime Telephone number

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

Leslie GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. accept.
DATE 9/9/03
DOC. EXAM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Housing Solutions Group, Inc.

ARTICLE 1: NAME

The name of the Corporation shall be: **Housing Solutions Group, Inc.**

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be
12014 Cobblewood Ln, N, Jacksonville, FL 32205.

ARTICLE 3: SHARES

- 3.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each having the par value of ONE DOLLAR (\$1.00)
- 3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 3.3 The Board of Director(s) of the Corporation may authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.
- 3.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock, from time to time, by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stock.

ARTICLE 4: ELECTION OF DIRECTORS

The method of election of Directors shall be as stated in the Corporate By-laws.

ARTICLE 5: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is **Leslie J Personeus**, whose address is **12014 Cobblewood Ln, N, Jacksonville, FL 32225**

ARTICLE 6: INCORPORATOR

The name and street address of the INCORPORATOR to these Articles of Incorporation is:

**Leslie J Personeus
12014 Cobblewood Ln, N
Jacksonville, FL 32225**

ARTICLE 7: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 8: POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9: NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 10: SHAREHOLDERS' RESTRICTIVE AGREEMENT

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

ARTICLE 11: REGISTERED OWNERS

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.

ARTICLE 12: BYLAWS

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

ARTICLE 13: INDEMNIFICATION

- 13.1 **Indemnification:** The Corporation, except as provided in Section 13.2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of the Corporation, by reason of the fact that he was or is a director or officer of the Corporation or is or was a director or officer of the Corporation who is or was serving at the request of the corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 13.1 shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Section 13.1. Such right shall survive any amendment or repeal of this Section 13.1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The Corporation, may by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.
- 13.2 **Action to Enforce Claims:** If a claim under Section 13.1 of this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standards of conduct, shall be a defense to the action or create a presumption that the claimant has not met the application standards of conduct.
- 13.3 **Indemnification Provided in this Article not Exclusive:** The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to

be a director or officer (or employee or agent, if applicable) of the Corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

- 13.4 **Insurance:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.
- 13.5 **Savings Clause:** In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the Corporation shall indemnify any person who is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

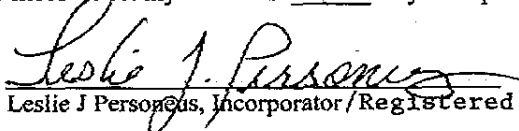
ARTICLE 14: EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, State of Florida

ARTICLE 15: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in any amendment hereto, or to add any provision of these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this restriction.

IN WITNESS WHEREOF, I have hereunto set my hand this 1 day of September, 2003


Leslie J Personcus, Incorporator/Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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