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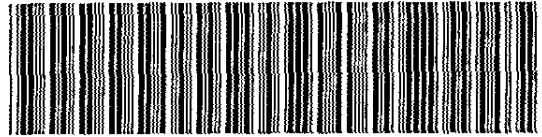
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TALLAHASSEE FLORIDA

11/3/03

SANFORD M. ESTROFF

ATTORNEY AT LAW

4335 Highland Park Boulevard, Suite 3
Lakeland, FL 33813-1671

Post Office Box 5245
Lakeland, Florida 33807-5245

October 21, 2003

Telephone
(863) 646-4900
Fax (863) 644-1499

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

FILED
2003 OCT 23 AM 7:41
TALLAHASSEE FLORIDA

RE: HOMES BY HILLYARD, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. I would appreciate your assistance with obtaining the corporate charter.

You will find enclosed my check in the amount of \$87.50 to cover the filing fees, Designation of Registered Agent, certified copy, and certificate under seal.

Thank you for your prompt and courteous attention to this request.

Very truly yours,



Sanford M. Estroff

SME/lis

Enclosure: Articles of Incorporation (original + 1 copy)
check for \$87.50

ARTICLES OF INCORPORATION
OF
HOMES BY HILLYARD, INC.

FILED
2003 OCT 23 AM 7:41
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be:

HOMES BY HILLYARD, INC.

ARTICLE II
PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares at \$1.00 par value stock.

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V
INITIAL REGISTERED
OFFICER AND AGENT**

The street address of the principal place of business of this corporation is 5457 Kingsmont Drive, Lakeland, FL 33813 and the name and address of the initial registered agent of this corporation is STEVEN HILLYARD.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

STEVEN HILLYARD	5457 Kingsmont Drive Lakeland, FL 33813
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**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

STEVEN HILLYARD	5447 Kingsmont Drive Lakeland, FL 33813
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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 20 day of October, 2003.

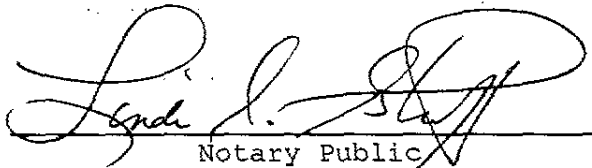


STEVEN HILLYARD

STATE OF FLORIDA)
COUNTY OF POLK)

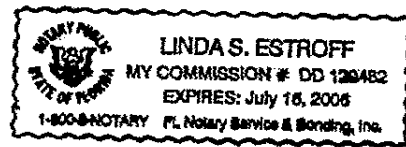
BEFORE ME, the undersigned authority, personally appeared STEVEN HILLYARD known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of October, 2003.



Notary Public

Notary Name, Commission Number &
Expiration Date



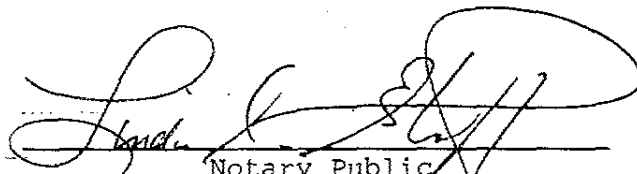
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

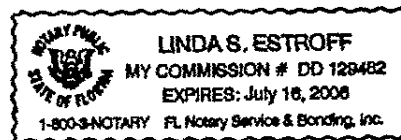
STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, the undersigned authority, personally appeared, STEVEN HILLYARD, known to me and known by me to be the person who accepted his designation as Registered Agent on behalf of HOMES BY HILLYARD, INC., and he acknowledged before me that he executed that Acceptance of Designation of Registered Agent freely and voluntarily.


STEVEN HILLYARD

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of October, 2003.


Notary Public
Notary Name, Commission Number &
Expiration Date



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2003 OCT 23 AM 7:41
CLERK OF STATE
TALLAHASSEE FLORIDA