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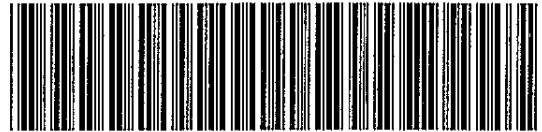
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12/16/03--01022--002 \*\*35.00

01/07/04--01026--011 \*\*43.75

FILED  
03 DEC 16 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Law Offices of

**BLAESING & DIAZ, P.A.**

Dionne Blaesing, Esq.

e-mail: [dnb@sanctum.com](mailto:dnb@sanctum.com)

(727) 846-1802

fax: (727) 846-1729

5946 Main Street

New Port Richey, FL 34652

Debora Ann Diaz, Esq.

e-mail: [ddb@sanctum.com](mailto:ddb@sanctum.com)

December 9, 2003

Florida Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

Re: **ART & TEXTURE RESIDENTIAL CONSTRUCTION, INC.**

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of **\$35.00**, representing the fees for filing.

Thank you for your assistance in this matter.

Sincerely,

BLAESING & DIAZ, P.A.



Dionne Blaesing, Esq.

DB/ms

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 30, 2003

DIONNE BLAESING, ESQ  
5946 MAIN ST  
NEW PT RICHEY, FL 34652

SUBJECT: ART & TEXTURE RESIDENTIAL CONSTRUCTION, INC.  
Ref. Number: W03000039773

RECEIVED  
JAN 9 5 2004  
BLAESING & DIAZ, P.A.

We have received your document for ART & TEXTURE RESIDENTIAL CONSTRUCTION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$43.75.


An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Examiner  
New Filings Section

Letter Number: 903A00069281

TAMMY: AS per our discussion on 1/5/04,  
please retain the original filing date of  
Dec. 16, 2003. Enclosed is our check  
for the ~~original~~ additional amount  
required of \$43.75. THANK YOU  


FILED

03 DEC 16 AM 10:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**ART & TEXTURE RESIDENTIAL CONSTRUCTION, INC.**

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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is **ART & TEXTURE RESIDENTIAL CONSTRUCTION, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of residential construction services, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or

other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(I) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 (one hundred) shares of common stock.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### **ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### ARTICLE V - BUY-SELL AGREEMENT

The initial shareholders will execute a Buy/Sell Agreement. The terms of the Agreement are incorporated and become a part of these Articles of Incorporation. All future shareholders will be subject to the Buy/Sell Agreement.

#### ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 6969 Edgewater Drive, New Port Richey, FL 34652. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VII - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have 1 director initially.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

Name

Address

EDWARD FIELDING WORRELL 6969 Edgewater Drive, New Port Richey, FL 34652

#### ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

EDWARD FIELDING WORRELL

6969 Edgewater Drive, New Port Richey, FL 34652

#### ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6969 Edgewater Drive, New Port Richey, FL 34652, and the name of the initial registered agent of this corporation is **CYNTHIA D. WORRELL.**

#### ARTICLE XI- EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

#### ARTICLE XII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

#### ARTICLE XV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

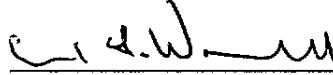
#### ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be amended 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 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 these Articles of Incorporation be made.

#### ARTICLE XVII-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

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 December  
10th, 2003

  
EDWARD FIELDING WORRELL  
Incorporator

STATE OF FLORIDA

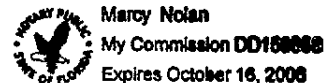
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly  
authorized to administer oaths and take acknowledgments, EDWARD FIELDING WORRELL, to  
me well known to be the person described in and/or that I relied upon the following form of  
identification of the above-named person: Florida Driver's License W640 226 54 266 0 and who  
executed the foregoing instrument, and she acknowledged before me the matters and things  
contained in the above and foregoing are true and correct, and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this December  
10th, 2003

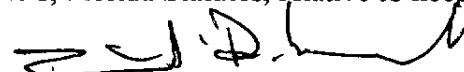
NOTARY SEAL

  
NOTARY SIGNATURE



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place  
designated in the certificate, I hereby accept the appointment and agree to act in this capacity and  
to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said  
office.

  
CYNTHIA D. WORRELL  
Registered Agent

FILED  
03 DEC 16 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA