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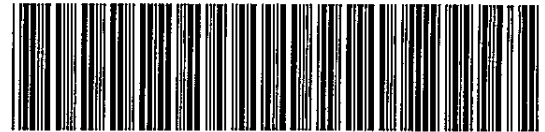
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

750426/04

ALLBRITTON AND GANT

ATTORNEYS AND COUNSELORS AT LAW

JOHN LEWIS ALLBRITTON
FREDERICK J. GANT*

*FLORIDA & ALABAMA BAR

322 WEST CERVANTES STREET
POST OFFICE BOX 12322
PENSACOLA, FLORIDA 32591
(850) 433-3230
FAX (850) 434-8158

April 19, 2004

Secretary of State
State of Florida
Tallahassee, Florida 32301

Re: Lovelier Homes Corporation

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation to be filed along with my check in the amount of \$78.75 which represent filing fees. Once the document is filed, please return to this office.

If you have any questions, please do not hesitate to give me a call.

Sincerely,



Frederick J. Gant

FJG/tlr
Enclosures

ARTICLES OF INCORPORATION
FOR
LOVELIER HOMES CORPORATION
A CORPORATION FOR PROFIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **LOVELIER HOMES CORPORATION**.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is to upgrade the value of Florida homes and properties by investments, purchases and sales.

FOURTH: Authorized Shares. 100 shares of capitol stock at \$1.00 per share (\$1.00 par value).

Initial Issues. 100 shares at \$1.00 par value, Split 50/50 with Stock Limitations: Right of First Refusal.

States Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time

Restriction on Transfer of Shares. None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

A. Every offer shall be in writing.

B. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise

its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

C. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 210 Man-O-War Circle, Cantonment, Florida 32533, and the name of the initial registered agent at such address is **LORIN CHARLES LOVELY**.

SIXTH: The Board of Incorporators shall consist of not more than three (3) members and not less than one (1) members, who need not be resident of the State of Florida or shareholders of the corporation.

SEVENTH: The name and address of the person who will serve as Officers until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Lorin Charles Lovely, Incorporator

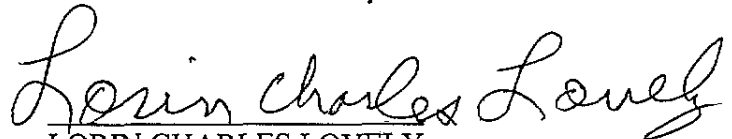
210 Man-O-War Circle
Cantonment Florida 32533
850-477-4573

EIGHTH: The name and address of the initial incorporator are **LORIN CHARLES LOVELY**, 210 Man-O-War Circle, Cantonment, Florida 32533.

NINTH: A majority of the stockholders of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 16th day of April, 2004.


LORIN CHARLES LOVELY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


LORIN CHARLES LOVELY

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared, LORIN CHARLES LOVELY, to me well known and who executed the foregoing Articles of Incorporation and acknowledged

before me that he executed the foregoing Articles for the purposes therein stated.

WITNESS my hand and seal on the 16th day of April, 2004.




NOTARY PUBLIC
My Commission Expires:

THIS INSTRUMENT PREPARED BY:

FREDERICK JEROME GANT, ESQUIRE
ALLBRITTON & GANT
322 West Cervantes Street
Post Office Box 12322
Pensacola, Florida 32581
(850) 433-3230

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