P04000147293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

2555-4012
1004-382226

100041757321

10/15/04--01007--010 **70.00

2004 OCT 25 AM 9:46
TALLAHASSEE FLORIDA

10/27/04

PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.
A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW
http://paveselaw.com

4635 S. DEL PRADO BOULEVARD
CAPE CORAL, FLORIDA 33904

POST OFFICE BOX 88
CAPE CORAL, FLORIDA 33910-0088

(239) 542-3148
FAX (239) 542-8953

2004 OCT 25 AM 9:46

TALLAHASSEE FLORIDA

MICHAEL A. GENNARO
michaelgennaro@paveselaw.com

PLEASE REPLY TO
CAPE CORAL OFFICE

October 12, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: Home Warranty Group, Inc.

Dear Sir/Madam:

Enclosed in duplicate are the Articles of Incorporation for Home Warranty Group, Inc. with our firm's check in the amount of $70.00 for the filing fee.

Please stamp and return a copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

Michael A. Gennaro

MAG/kgf
Enclosure

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

2004 OCT 25 AM 9:46
TALLAHASSEE FLORIDA

October 18, 2004

PAVESE, HAVERFIELD, ET. AL.
POST OFFICE BOX 88
CAPE CORAL, FL 33910-0088

SUBJECT: HOME WARRANTY GROUP, INC.
Ref. Number: W04000038226

We have received your document for HOME WARRANTY GROUP, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

An effective date **may** be added to the Articles of Incorporation **if a 2005 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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 304A00059657

RECEIVED
04 OCT 25 PM 1:03

ARTICLES OF INCORPORATION

OF

HOME WARRANTY GROUP, INC.

2004 OCT 25 AM 9: 46
TALLAHASSEE FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name HOME WARRANTY GROUP, INC., and hereby set forth and declare:

CHARTER

Article I

The name of the corporation shall be HOME WARRANTY GROUP, INC. located at 4407 SE 10th Avenue, Cape Coral, Florida 33904.

Article II

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

Article III

The authorized capital stock which the corporation may issue shall be 10,000 shares of $1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal place for the transaction of its business shall be 4407 SE 10th Avenue, Cape Coral, Florida 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VII

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

Michael A. Pell 4407 SE 10th Avenue Cape Coral, Florida 33904	President/Secretary/Treasurer/Director

Article IX

The name and post office address of the incorporator of this corporation is as follows:

Michael A. Pell
4407 SE 10th Avenue
Cape Coral, Florida 33904

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 4407 SE 10th Avenue, Cape Coral, Florida 33904, and the name of the initial registered agent of this corporation at that address is Michael A. Pell.

Article XII

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being the sole incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal on this 11 day of OCT, 2004.

MICHAEL A. PELL

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared MICHAEL A. PELL, ~~who is known to me to be~~, or who has produced Florida driver's license ~~or~~ ________ as identification proving himself to be, the person who made and subscribed to the foregoing Articles of Incorporation, and who did not take an oath, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 11th day of October, 2004.

NOTARY SEAL

Luanne M. Falkinburg
MY COMMISSION # DD245748 EXPIRES
August 28, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Luanne M. Falkinburg
Notary Public

Luanne M. Falkinburg
Printed/Stamped Name of Commissioned Notary Public

Commission No. ________

My Commission Expires: ________

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That HOME WARRANTY GROUP, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Cape Coral, County of Lee, State of Florida, has named MICHAEL A. PELL, 4407 SE 10th Avenue, Cape Coral, Florida 33904, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: ______________________
MICHAEL A. PELL, Registered Agent

2004 OCT 25 AM 9:46
... OF STATE
TALLAHASSEE FLORIDA