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STATE  
HALL ARREST FLORIDA

12/2/04

Anthony Barry  
1110 S.E. 12th Court  
Cape Coral, Florida 33990  
(239) 574-3522

2004 NOV 29 PM 3:55

TALLAHASSEE FLORIDA

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

November 8, 2004

RE: BARRY FINE HOMES, INC.

Dear Sir or Madam,

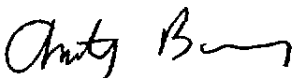
Enclosed please find the original and one copy of the articles of incorporation for my corporation BARRY FINE HOMES, INC.

Also enclosed is my check for \$ 78.75 for a filing fee and a certified copy of the articles.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

✓  
Anthony Barry



Encl.

# ARTICLES OF INCORPORATION

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STATE  
TALLAHASSEE FLORIDA

## ARTICLE I. NAME

The name of this Corporation shall be: BARRY FINE HOMES, INC.

## ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

## ARTICLE III. PURPOSE

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

## ARTICLE IV. CAPITAL STOCK

This Corporation shall have the authority to issue ONE HUNDRED (100) shares of Capital Stock at ONE DOLLAR (\$1.00) par value. The shares are issued under Section 1244 of the Internal Revenue Code.

## ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by the Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen (15) days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:  
These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's principal office.

#### ARTICLE VII. INITIAL OFFICERS

The number of Directors of this Corporation's initial Board of Directors shall be TWO  
(2.) The number of officers may be increased or decreased from time to time, as provided in this Corporation's Bylaws, but shall never be less than one,

The name and address of each individual who shall serve as a member of the initial officers are:

President/Director ANTHONY BARRY

1110 S.E. 12<sup>th</sup> Court, Cape Coral, FL 33990

Secretary/Treasurer/Director WILLIAM BARRY

1110 S.E. 12<sup>th</sup> Court, Cape Coral, FL 33990

#### ARTICLE VIII. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this Corporation's initial principal office shall be:

1110 S.E. 12th Court, Cape Coral, FL 33990

And the physical address of this Corporation's initial registered office shall be:

1110 S.E. 12th Court, Cape Coral, FL 33990

The name of the individual who shall serve as this Corporation's initial Registered Agent at that address is: ANTHONY BARRY

1110 S.E. 12th Court, Cape Coral, FL 33990

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this Corporation's Incorporator is: ANTHONY BARRY

1110 S.E. 12th Court, Cape Coral, FL 33990

ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provision in this Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ACCEPTANCE OF REGISTERED AGENT

I hereby accept my designation as Registered Agent and agree to serve as the Registered Agent of BARRY FINE HOMES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for BARRY FINE HOMES, INC.

✓ Anthony Barry

11-17-04

Anthony Barry Registered Agent

Date

✓ Anthony Barry

Anthony Barry, Incorporator

Date

11-17-04  
ALLIANCE STATE  
FLORIDA  
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