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From: Account Name : HUNTER & MARCHMAN, P.A.
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05 JAN 26 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FL 32399-0001

AND
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FLORIDA PROFIT CORPORATION OR P.A.

Andrew Matthews Homes, Inc.

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**ARTICLES OF INCORPORATION
OF
ANDREW MATTHEWS HOMES, INC.**

05 JAN 26 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

ARTICLE I - NAME

The name of this corporation is **ANDREW MATTHEWS HOMES, INC.**, a Florida Corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence and this existence shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSES

The general purposes for which this corporation is organized are:

1. To acquire, by purchase, lease, or otherwise, lands and interests 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, homes or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any homes 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 homes or other structures, at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any

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property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 SHARES OF \$1.00 PAR VALUE COMMON STOCK which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1721 Palmer Avenue, in Winter Park, Florida, and the name of the initial registered agent of this corporation is Andrew John Matthews, whose address is 1721 Palmer Avenue, Winter Park, FL 32789.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

NAME

ADDRESS

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Andrew John Matthews

1721 Palmer Avenue, Winter Park, FL 32789

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is the Incorporator, Andrew John Matthews, whose address is 1721 Palmer Avenue, Winter Park, FL 32789 .

ARTICLE VIII - ACTION BY DIRECTORS WITHOUT A MEETING

The Stockholder and Director of this corporation may take action by written consent as provided by law.

ARTICLE IX - 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this the 26 day of January 2005.

Andrew John Matthews
Andrew John Matthews
Incorporator

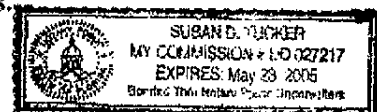
STATE OF FLORIDA)
)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Andrew John Matthews, 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 the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this the 26 day of January 2005.

Susan D. Tucker
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE



I HEREBY CERTIFY that I am a permanent resident of Orange County, Florida, residing at the place indicated above and I hereby accept the foregoing designation as Registered Agent.

Andrew John Matthews
Andrew John Matthews
Registered Agent

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