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(City/State/Zip/Phone #)

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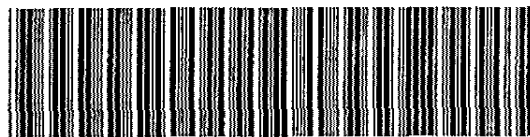
(Business Entity Name)

(Document Number)

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05/03/05--01033--019 \*\*78.75

EFFECTIVE DATE  
04/28/2005

FILED  
05 MAY -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: ZAHN LUXURY HOMES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: ROGER C. ZAHN, JR.  
Name (Printed or typed)

2023 NE 36th ST  
Address

LIGHTHOUSE POINT, FL 33064  
City, State & Zip

954-786-0528  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**ZAHN LUXURY HOMES, INCORPORATED**

**FILED**  
05 MAY -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**EFFECTIVE DATE**  
**04/28/2005**

**ARTICLE I – NAME**

The name of the corporation is ZAHN LUXURY HOMES, INC.

**ARTICLE II – GENERAL PURPOSE**

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III – CAPITAL STOCK**

The maximum number of shares of stock of this corporation is authorized to have outstanding at any one time is 100 shares of common stock each having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid 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 – PRINCIPAL MAILING ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT**

The principal mailing address of the corporation is 2023 NE 36<sup>th</sup> St., Lighthouse Point, FL 33064 and the street address of the initial registered office of this corporation is 2023 NE 36<sup>th</sup> St., Lighthouse Point, FL 33064 and the name of the initial registered agent at that address is Roger C. Zahn Jr.

**ARTICLE V – DIRECTORS**

The corporation shall have four directors initially. The Number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one nor more than five.

## **ARTICLE VI – INITIAL DIRECTORS AND OFFICERS**

The initial names and addresses of the initial directors and officers who shall hold office until a successor or successors are elected and have qualified are:

Roger C. Zahn, Jr. - President/Treasurer  
4050 NE 30<sup>th</sup> Ave.  
Lighthouse Point, FL 33064

Roger C. Zahn, Sr. – Vice-President/Secretary  
5150 NE 31<sup>st</sup> Ave.  
Lighthouse Point, FL 33064

Phyllis Zahn – Director  
5150 NE 31<sup>st</sup> Ave.  
Lighthouse Point, FL 33064

Suzanne Zahn - Director  
4050 NE 30<sup>th</sup> Ave.  
Lighthouse Point, FL 33064

## **ARTICLE VII – INCORPORATORS**

The names and addresses of the incorporator of these Articles of Incorporation are as follows:

Roger C. Zahn, Jr.  
4050 NE 30<sup>th</sup> Ave.  
Lighthouse Point, FL 33064

## **ARTICLE VIII – TRANSACTIONS IN WHICH THE DIRECTORS ARE INTERESTED**

In the event that the corporation enters into contracts or transacts business with one or more of its directors or with any firm of which one or more of its directors are members or employees or with any other corporation or association of which one or more of its directors are shareholders, directors, officers, or employees, such contract shall be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which might be adverse to the interests of the corporation, even though the vote of the directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER that in any such case the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any person for any loss incurred by it under or by reason of any such contract or transaction nor shall any such director or directors be accountable for any gains or profits realized thereon. PROVIDED also, that such contract or transaction shall at the time at which it was entered into have been a reasonable one to have been entered into and shall have been upon terms that at the time was fair.

#### **ARTICLE IX – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

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

#### **ARTICLE X – EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of holidays after subscription and acknowledgment hereof, corporation existence shall begin when these Articles are filed with the Department of State.

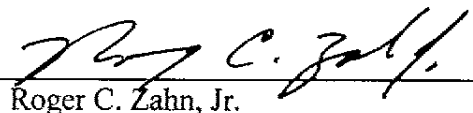
#### **ARTICLE XI – AMENDMENT**

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders' sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XII – CONSENT IN WRITING IN LIEU OF MEETING**

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all the directors severally or collectively, likewise consent in writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS THEREOF, the Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of April, 2005.

  
Roger C. Zahn, Jr.

STATE OF FLORIDA

COUNTY OF BROWARD

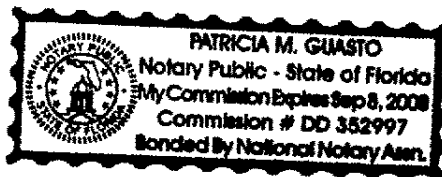
I HEREBY CERTIFY that on the day before me, a Notary public duly authorized in the State and County named above to take acknowledgments, personally appeared, Roger C. Zahn, Jr. who is personally known to me and who did take an oath and who executed the forgoing Articles of Incorporation, and acknowledged before me that he subscribed to those Article of Incorporation for the purposes therein designated.

WITNESS my hand this 28<sup>th</sup> day of April, 2005.

  
Notary Public

Printed Name: Patricia M. Guasto

My commission expires:



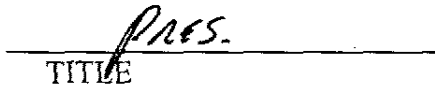
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

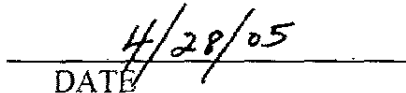
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IN COMPLIANCE WITH 48.091 FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT ZAHN LUXURY HOMES, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 2023 NE 36<sup>TH</sup> ST., LIGHTHOUSE POINT,  
FL 33064, HAS NAMED ROGER C. ZAHN, JR OF 4050 NE 30TH AVE.,  
LIGHTHOUSE POINT, FL 33064 AS REGISTERED AGENT TO ACCEPT SERVICE  
WITHIN FLORIDA.

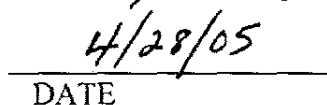
  
CORPORATE OFFICER

  
TITLE

  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STAED 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 THE STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
REGISTERED AGENT

  
DATE