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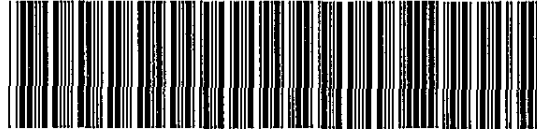
(Business Entity Name)

(Document Number)

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B. McKnight SEP 01 2005

## TRANSMITTAL LETTER

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

SUBJECT: HomeWise Holdings, 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,  
(2) Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Travis Miller  
Name (Printed or typed)

Radey Thomas Yon & Clark, P.A.  
Address

301 S. Bronough Street, Suite 200

Tallahassee, FL 32301  
City, State & Zip

850-425-6654  
Daytime Telephone number

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

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DIVISION OF CORPORATIONS  
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## **Articles of Incorporation**

of

### **HomeWise Holdings, Inc.**

The undersigned incorporator, who is a natural person over the age of eighteen (18) years and who is competent to contract, hereby forms the following Corporation under the laws of the State of Florida.

#### **Article I**

##### **Name and Address**

The name of the Corporation shall be HomeWise Holdings, Inc. Its principal office shall initially be located at 301 South Bronough Street, Suite 200, Tallahassee, FL 32301. The Corporation may establish and maintain the principal office of the Corporation at such other place within the State of Florida or elsewhere as may be determined by the Board of Directors.

#### **Article II**

##### **Nature of Business**

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

#### **Article III**

##### **Authorized Stock**

The authorized capital stock of the Corporation shall consist of 1000 shares of a single class of Common Stock with a par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may from time to time be determined by the Board of Directors.

#### **Article IV**

##### **Term of Corporate Existence**

The Corporation shall exist perpetually unless and until dissolved according to law.

#### **Article V**

##### **Address of Registered Office and Registered Agent**

The registered office of the Corporation shall be 301 South Bronough Street, Suite 200, Tallahassee, Florida 32301, and the registered agent of the Corporation at such office shall be Travis L. Miller. The Board of Directors may from time to time designate a new registered agent or registered office or both.

**Article VI**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The term of office of the initial Directors shall not be for more than one year after the date of incorporation. The size of the Board and the terms of office of its Directors may be altered as provided in the bylaws of the Corporation, provided that the initial number of Directors shall be five (5) and the following individuals are designated as the initial Directors of the Corporation:

Jamiel Akhtar  
300 Crescent Court, Suite 700  
Dallas, TX

Jessica Buss  
9617 Deer Valley Drive  
Tallahassee, FL

Todd Hart  
300 Crescent Court, Suite 700  
Dallas, TX

Corey Neal  
7060 Grenville Road  
Tallahassee, FL

William Rose  
300 Crescent Court, Suite 700  
Dallas, TX

**Article VII**  
**Transactions In Which Directors or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the Committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

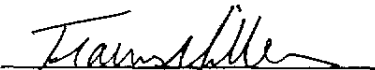
**Article VIII**  
**Indemnification of Directors and Officers**

The Corporation may indemnify and may insure its directors and officers to the fullest extent permitted by the Act and other applicable law.

**Article IX**  
**Amendment**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

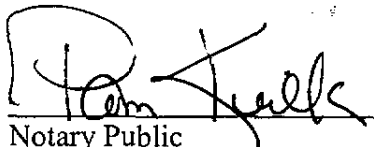
IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation under the laws of the State of Florida this 30<sup>th</sup> day of August, 2005.

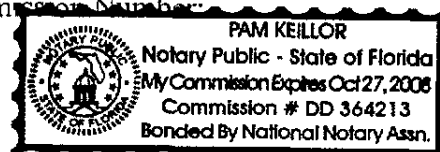
  
Travis L. Miller, Incorporator  
301 South Bronough Street, Suite 200  
Tallahassee, FL 32301

STATE OF FLORIDA  
COUNTY OF LEON

**I HEREBY CERTIFY** that on this day personally appeared before me **TRAVIS L. MILLER**, who is personally known to me and known to me to be the person who executed the foregoing instrument and who acknowledged before me that he executed the same freely and voluntarily for uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 30<sup>th</sup> day of August, 2005.

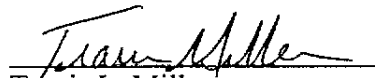
  
Notary Public  
My Commission expires:  
Commission Number:



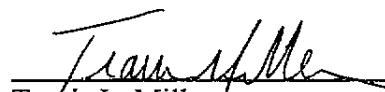
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.034, the following is submitted:

HomeWise Holdings, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 301 South Bronough Street, Suite 200, Tallahassee, Florida 32301, as its initial Registered Office and has named Travis L. Miller located at said address as its initial Registered Agent.

  
Travis L. Miller

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


  
Travis L. Miller  
Registered Agent

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DIVISION OF CORPORATIONS  
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**RELEASE OF NAME**

The undersigned, being designated as managers and initial members in the Articles of Incorporation of HomeWise Holdings, L.L.C. (the "Company"), hereby release for themselves and on behalf of the Company all right and interest in the name "HomeWise Holdings" and consent to the formation of a Florida business corporation to be named HomeWise Holdings, Inc., filing articles of incorporation contemporaneously with the delivery of this release.

Dated this 29<sup>th</sup> day of August, 2005.

  
Andrew P. Di Loreto

  
Terrence M. McLean

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