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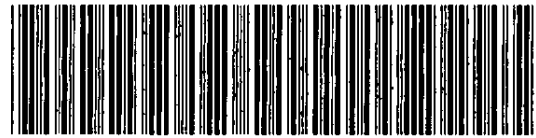
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7/8/08

COVER LETTER

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

SUBJECT: McKenney 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: Brian Desotell

Name (Printed or typed)

969 Lantern Light Court

Address

Tallahassee, FL 32312

City, State & Zip

850.508.3663

Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
McKenney Homes, Inc.

The undersigned natural person, of legal age, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be McKenney Homes, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The address of the Corporation's principal place of business is 969 Lantern Light Court, Tallahassee, Florida, 32312.

ARTICLE III

PURPOSES

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this state.

ARTICLE IV

STOCK CLAUSE

The total number of shares of stock which the Corporation shall have the authority to issue is ten thousand (10,000) Shares of Common Stock at \$.01 Par value each.

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ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than (15) persons.

The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of this Corporation's registered office is 969 Lantern Light Court, Tallahassee, Florida, 32312, and the name of its agent at said address is Brian Desotell.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

Brian Desotell

969 Lantern Light Court
Tallahassee, Florida 32312

ARTICLE VIII

RESTRICTION ON TRANSFER OF SHARES

Section 9.1. SUBCHAPTER S STATUS. The Corporation has or will make an election to be treated as a Subchapter S corporation for purposes of the Internal Revenue Code.

Section 9.2. RESTRICTION ON TRANSFER. Pursuant to Section 607.0627, Florida Statutes, the transfer of shares of stock in the Corporation is restricted. The restrictions on the shares of stock in the Corporation are as follows:

- A. Any transfer of shares of stock in the Corporation to a person of entity not qualified to own the shares of a Subchapter S corporation is strictly prohibited.
- B. Further, any transfer of shares of stock in the Corporation which would have the effect of expanding the actual number of shareholders in the Corporation is severely restricted and carefully monitored by the Corporation so as not to jeopardize the limits applicable to the number of shareholders permitted to own a Subchapter S corporation.
- C. Prior to any transfer of shares of stock in the Corporation, the transferring shareholder must first secure the Board of Directors' approval of the transfer of said shares.
- D. Further, prior to any transfer of shares, the transferring shareholder is obligated to first offer the shares of stock to the Corporation for purchase.

Section 9.3. PURPOSE OF TRANSFER RESTRICTIONS. The Corporation has adopted these share transfer restrictions, as authorized by Section 607.0627, Florida Statutes, for the purposes of the Corporation's securing and maintaining status as a Subchapter S corporation under the Internal Revenue Code, to control the number and identity of its shareholders as is required for said Subchapter S status, to preserve exemptions under federal or state securities laws and to provide certainty as to the income tax status of the Corporation.

Section 9.4. CORPORATION AUTHORIZED TO ENTER INTO SHAREHODER AGREEMENT. Further, the Corporation and the shareholders intend to adopt a Shareholder Agreement which will include greater specificity with regard to the transfer restrictions include in this Article. By inclusion of this reference, the Corporation is specifically authorized to enter into such Shareholder Agreement as is determined

appropriate by the Board of Directors. In the event of any conflict between the provisions in this Article and the Shareholder Agreement, the Shareholder Agreement shall control.

ARTICLE IX

ELECTION OF LAW

The Corporation hereby elects not to be governed by Sections 607.0901 and 607.0902, Florida Statutes, as said elections are provided by those statutes.

ARTICLE X

DURATION

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned, being the Incorporator and Registered Agent, respectively, of this Corporation, and certifies to the truth of the facts herein stated, in the State of Florida, this 7th day of July, 2008.



Brian Desotell
Incorporator / Registered Agent

STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME, the undersigned authority, personally appeared Brian Desotell who being first duly sworn, deposes and says that he is the individual described in the foregoing Articles of Incorporation, and he does hereby acknowledge before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 7th day of July, 2008.



Lillie A. Morton
Notary Public
My Commission expires:

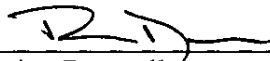
Personally known ✓ or produced identification _____

Type of identification produced: NA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is McKenney Homes, Inc.
2. The name and address of the registered agent and office is Brian Desotell, 969 Lantern Light Court, Tallahassee, Florida, 32312.



Brian Desotell
President
Date: 7/7/08

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Brian Desotell
Date: 7/7/08