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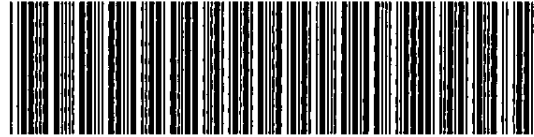
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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# Prosperity Accounting & Consulting, Inc.

November 20, 2013

Florida Dept. of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: R & T Builders, Inc.**

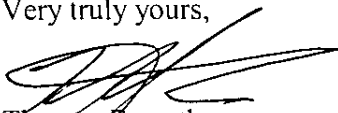
Enclosed please find a check in the amount of \$78.75, (\$35.00) for filing fees, (\$35.00) for Registered Agent Designation and (\$8.75) for a Certified copy of the application for the above named corporation.

Also enclosed are two (2) sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please return, after filing, to Prosperity Accounting & Consulting, Inc., PO Box 300016, Fern Park, FL 32730.

Should you have any questions, please do not hesitate to call at 407-461-5505.

Very truly yours,



Thomas Forsyth

TFF/lac

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 26, 2013

THOMAS FORSYTH  
PROSPERITY ACCOUNTING & CONSULTING, INC.  
P.O. BOX 300016  
FERN PARK, FL 32730

SUBJECT: R&T BUILDERS, INC.  
Ref. Number: W13000065371

We have received your document for R&T BUILDERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 713A00027250

# ARTICLES OF INCORPORATION

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

## ARTICLE I

### NAME AND PRINCIPAL OFFICE

*FLORIDA'S FIRST HOMES, INC.*

The name of this Corporation shall be "~~R&T BUILDERS, INC.~~", whose principal office shall be located at **2467 FALMOUTH ROAD, MAITLAND, FL 32751** and who's mailing address shall be, **P. O. BOX 300016, FERN PARK, FL 32730.**

## ARTICLE II

### COMMENCEMENT & DURATION OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence immediately upon the filing of these Articles with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

## ARTICLE III

### PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business as allowed by the State of Florida or any other State or Country as its' Board of Directors sees fit. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

- (a) To engage in every phase and aspect of building, contracting for the building or improvement of and selling real property and any and all other related products and services and or any lawful businesses .
- (b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (e) To lend money to, and use its credit to assist, its officers and employees as the Board of Directors sees fit, by unanimous vote.
- (f) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof..
- (h) To aid, in any manner, any corporation, stock company, association, trust, trustee, government or governmental entity or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any matter guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.
- (i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation's Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and or pledge of all or any of its property, franchises, and income or interest therein.
- (j) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

- (k) To open and maintain single or multiple bank accounts for the purpose of operating the corporation.
- (l) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (m) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.
- (n) To elect or appoint officers and agents and define their duties and fix their compensation.
- (o) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (p) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.
- (q) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- (r) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- (s) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock option plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (t) To provide, pay for, or reimburse health insurance expenses for its directors, officers, registered agent, or employees.
- (u) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his/her death shares of its stock owned by the director, officer, employee, or shareholder or by the spouse or children of the director, officer, employee, or shareholder.
- (v) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, LLC, partnership, limited partnership, joint venture, trust, or other enterprise as allowed by any applicable law or governmental regulation.

- (w) To have and exercise all powers necessary or convenient to effect its general purpose.

#### **ARTICLE IV** **CAPITAL STOCK**

1. Number and Class of Shares Authorized: Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of</u> <u>Shares Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
<b>10,000 Shares</b>	<b>\$1.00</b>	<b>Common</b>

The consideration for all of the above stock shall be payable in cash or, in lieu of cash, property (tangible and intangible), labor or services (past, present or future), and at a just valuation to be fixed solely by the Board of Directors of the Corporation.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance upon any particular shareholder(s), to purchase his/her pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

4. Additional Issuance of Stock

The Board of Director(s) of the Corporation may authorize issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation and as allowed by any applicable law or governmental regulation.

5. Unissued Stock

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock, as allowed by any applicable law or governmental regulation.

6. Redemption of Shares.

The Corporation may acquire its own shares and, upon full payment by the Corporation of the consideration to be paid for the shares, the shares so acquired shall constitute authorized but unissued shares of the same class, but undesignated as to series. Until such time as full payment for the redeemed shares has been made, however, the shares shall be held in escrow by the Secretary of the Corporation and shall constitute issued and outstanding shares.

7. Shareholders' Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at **2467 FALMOUTH ROAD, MAITLAND, FL 32751**, and the initial registered agent of the Corporation at that address shall be **Thomas Forsyth**. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The name(s) and street address(es) of the initial director(s) of this Corporation is/are:

**Brant R. Vermeulen**  
**12504 Blue Heron Way**  
**Leesburg, FL 34788**

**Thomas Forsyth**  
**2467 Falmouth Road**  
**Maitland, FL 32751**



Any Director(s) may be removed with or without cause by a majority vote of the Board of Director(s), except that any such Director removed shall be entitled to have his/her shares of stock in the Corporation, if any exist, purchased by the Corporation for their fair market value, based upon the valuation of the company's assets, as determined by an independent audit or by mutual agreement of ALL Directors, including the Director to be removed.

#### **ARTICLE VII** **INITIAL OFFICERS**

This Corporation shall have two (2) officer(s) initially. The number of officers may be either increased or diminished from time to time as provided in the bylaws. The name(s), position(s) and street address(es) of the initial officer(s) of this Corporation is/are:

President  
**Brant R. Vermeulen**  
**12504 Blue Heron Way**  
**Leesburg, FL 34788**

Secretary and Treasurer  
**Thomas Forsyth**  
**2467 Falmouth Road**  
**Maitland, FL 32751**

Any Officer(s) may be removed with or without cause by a majority vote of the Board of Director(s), except that any such officer removed shall be entitled to have his/her shares of stock in the Corporation, if any exist, purchased by the Corporation for their fair market value, based upon the valuation of the company's assets, as determined by an independent audit or by mutual agreement of ALL Directors.

#### **ARTICLE VIII** **INCORPORATOR(s)**

The name(s) and street address(es) of the person(s) signing these Articles as Incorporator(s) is:

**Brant R. Vermeulen**  
**12504 Blue Heron Way**  
**Leesburg, FL 34788**

**Thomas Forsyth**  
**2467 Falmouth Road**  
**Maitland, FL 32751**

#### **ARTICLE IX** **BYLAWS**

Except as otherwise provided by law, this corporation reserves the right and power to amend, adopt, alter or repeal any provision contained in these articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the bylaws shall be vested solely in the Board of Director(s)

**ARTICLE X**  
**INDEMNIFICATION**

In addition to any and all rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent possible under law.

**ARTICLE XI**  
**CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XII**  
**LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the directors, officers, agent or shareholders shall not be subject to payment of the Corporation's debts to any extent.

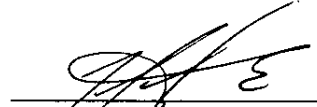
**ARTICLE XIII**  
**HEADINGS AND CAPTIONS**

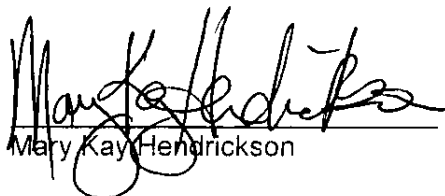
The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

----- End of Articles -----

**IN WITNESS WHEREOF**, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto sets his hand and seal this 5th day of November, 2013, A.D..

 (SEAL)  
Brant R. Vermeulen

 (SEAL)  
Thomas Forsyth

 (Witness)  
Mary Kay Hendrickson

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14 JAN 15 PM 3:09  
COUNTY OF FLORIDA

**CERTIFICATE**  
**DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN**  
**FLORIDA**  
**AND**  
**REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of F.S. 607.0501, the following is submitted:

*FLORIDA'S FIRST HOMES, INC.*

~~RAI Builders, Inc.~~, desiring to organize as a corporation under the laws of the State of Florida with its registered office at **2467 Falmouth Road, Maitland, FL 32751**, has named and designated **Thomas Forsyth** as its Registered Agent to accept service of process within the State of Florida.

14 NOV 2013 PM 3:09  
STATE OF FLORIDA

**ACKNOWLEDGMENT & ACCEPTANCE**

Having been named as Registered Agent and designated to accept service of process for the above named 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 statutes relating to the proper and complete performance of my duties as Registered Agent and I am familiar with and accept the obligations of my position as registered agent..

Dated this 2<sup>nd</sup> day of November, 2013, A.D..

  
\_\_\_\_\_  
Thomas Forsyth  
Registered Agent