

P95000003531

November 30, 1994

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

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12/07/94 01032 011  
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12/07/94 01032 011  
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To Whom It May Concern:

Please send me a date-stamped and/or certified copy of the articles that have been filed. Enclosed is a \$70.00 check for the filing of the articles and the designation of the registered agent. Also enclosed is a \$52.50 check for the certified copy of the articles.

Please note:

Send all correspondence to

Stuart Kent Harrell  
3014 Forest Club Drive  
Plant City, FL 33567  
(813) 757-6678

*Stuart Kent Harrell* 11-30-94

FILED  
95 JAN 12 PM 0 14  
SECRETARY OF STATE  
TALLAHASSEE, FL

*W94-2685*  
*11*  
*1-13-95*



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 8, 1994

STUART HARRELL  
3014 FOREST CLUB DR.  
PLANT CITY, FL 33567

SUBJECT: SEA BREEZE MOBILE HOMES, INC.  
Ref. Number: W94000026185

We have received your document for SEA BREEZE MOBILE HOMES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6052.

Nancy Hendricks  
Corporate Specialist

Letter Number: 294A00052313

ARTICLES OF INCORPORATION  
OF

Sea Breeze Mobile Homes, Inc.

FILED  
95 JAN 12 AM 10 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Sea Breeze Mobile Homes, Inc.  
(hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident

to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said businesses.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or

hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

#### ARTICLE IV

##### AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is 10,000 shares of common stock with a par value of -\$1.00- per share. Shares of common stock shall have unlimited voting rights.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

#### ARTICLE V

##### CAPITAL

The amount of capital with which the Corporation shall begin business shall be

-\$1,000.00- Dollars.

ARTICLE VI  
REGULATION OF INTERNAL AFFAIRS

1 Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of Bylaws or by resolution of the Board of Directors.

2. Bylaws. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. Contracts in Which Directors Have an Interest. Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4 Compensation of Directors. The board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid.

Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who may, but need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and Bylaws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Stuart Kent Harrell  
3014 Forest Club Drive  
Plant City, FL 33567

**ARTICLE IX**  
**PERFORMANCE OF BUSINESS**

The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws.

**ARTICLE X**  
**OFFICERS**

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

President:           Stuart Kent Harrell  
                      3014 Forest Club Drive  
                      Plant City, FL 33567

Vice President:   Gioia Maria Harrell  
                      3014 Forest Club Drive  
                      Plant City, FL 33567

Secretary:         Gioia Maria Harrell  
                      3014 Forest Club Drive  
                      Plant City, FL 33567

Treasurer:        Stuart Kent Harrell  
                      3014 Forest Club Drive  
                      Plant City, FL 33567



**ARTICLE XI**  
**INCORPORATORS**

The name and address of the incorporators are as follows:

Stuart Kent Harrell  
3014 Forest Club Drive  
Plant City, FL 33567

**ARTICLE XII**  
**SUBSCRIBERS**

The names and addresses of each subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which they each subscribe, and the value that they agree to pay therefore are as follows:

Stuart Kent Harrell  
3014 Forest Club Drive  
Plant City, FL 33567

500 shares @ \$1.00/share = \$500.00

Gioia Maria Harrell  
3014 Forest Club Drive  
Plant City, FL 33567

500 shares @ \$1.00/share = \$500.00

**ARTICLE XIII**  
**INTENTION OF SUBSCRIBERS**

It is the intention of the subscribers to these Articles of Incorporation and to the capital stock as above set forth, that this Corporation shall remain a closed corporation, and that Stockholders of this Corporation may enter into such Stockholder and Trustee Agreements with other Stockholders of this Corporation as they may see fit, in order to carry out this intention; provided, however, that the Stockholder or Trustee Agreements must be noted upon the margin of the stock of the Corporation.

**ARTICLE XIV**  
**PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of the Corporation is to be located at 3510 Craftsman Blvd. Lakeland, FL 33801, however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida; the registered agent whose office is located at 3510 Craftsman Blvd. Lakeland, FL 33801 shall be, until otherwise designated, Stuart Kent Harrell.

**ARTICLE XV**  
**PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration;

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes;

C. Stock issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

D. Stock issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

E. Shares authorized in Articles of Incorporation that are issued within six (6) months from the effective date of incorporation; and

F. Shares sold otherwise than for money.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within forty (40) days after the giving of written notice by the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### ARTICLE XVI

#### AMENDMENTS

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 Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals  
this 30th day of November, 1994, for the purposes of forming this  
Corporation under the laws of the State of Florida, and we hereby make and file in the  
Office of the Secretary of State of the State of Florida these Articles of Incorporation and  
certify that the facts herein stated are true.

WITNESSES:

Erik V. Jones  
[Signature]

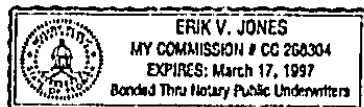
[Signature]  
(Incorporator and Subscriber)

\_\_\_\_\_  
(Incorporator and Subscriber)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared STUART K. HARRELL, to me  
well known and known to me to be the person described in and who executed the  
foregoing instrument, and who is (is not) personally known to me and who did take an  
oath, and acknowledged to and before me that he executed said instrument for the  
purposes therein expressed. FD# H640-791-63-185-0

WITNESS my hand and official seal, this 30th day of November,  
A.D., 1994.



Erik V. Jones  
Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

My Commission Number: \_\_\_\_\_

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

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

FIRST - THAT Sea Breeze Mobile Homes, Inc. DESIRING  
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF  
Lakeland, STATE OF FLORIDA, HAS NAMED  
Stuart Kent Harrell, WHOSE ADDRESS IS  
3510 Craftsman Blvd. Lakeland, FL 33801, STATE OF FLORIDA, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Stuart K Harrell

Officer

Dated: January 6, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED 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  
RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: Stuart K Harrell

(Registered Agent)

Dated: January 6, 1995

FILED  
JAN 12 1995  
CLERK OF DISTRICT COURT  
JULIA A. ROBERTS  
TALLAHASSEE, FLORIDA