

PA5000077942

Transmittal Letter

FILED

95 APR -5 PM 4:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1680 WOODAWN Rd.  
St. Aug Fl. 32095

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500001448169  
-04/05/95--01088--004  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

Howard C. K. K. K.

Enclosures

APR 7 1995

BSB

ARTICLES OF INCORPORATION  
OF  
HOWARD KENNERLY BUILDERS, INC.

FILED  
95 APR -5 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Howard Kennerly Builders, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 8820 D. Beck Road, Hastings, Florida 32145 and the name of the initial Registered Agent for the corporation at that address is

Howard Kennerly

#### ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other

corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Howard Kennerly

Randy Kennerly

Peter Eby

Steven Hudson

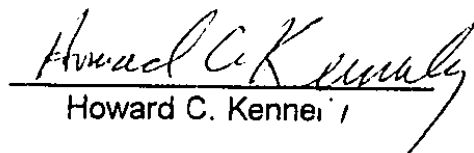
#### ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Howard C. Kennerly

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3rd day of April, 1995.

Incorporator:

  
Howard C. Kennerly

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was executed and acknowledged  
before me this 13 day of April, 1995, by  
\_\_\_\_\_.

(SEAL)

Elizabeth Smicant  
Notary Public

State of Florida

My Commission Expires:

ELIZABETH SMICANT

Notary Public, State of Florida

My Comm. expires Oct. 10, 1998

Comm. No. CC 414330

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of  
the State of Florida. Howard Kennerly Builders, Inc.,  
a corporation organizing under the laws of the State of Florida,  
with its principal office located at 8820 D Beck Road,  
Hastings, Florida, has named Howard C. Kennerly, whose address is  
8820 D Beck Road, Hastings, Florida, as its Agent to accept service of  
process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process;  
to keep the office open during prescribed hours; to post my name  
(and any other officers of said corporation authorized to accept  
service of process at the above designated address) in some  
conspicuous place in the office as required by law.

Registered Agent:

Howard C. Kennerly  
Howard C. Kennerly

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, this day personally  
appeared Howard C. Kennerly, who, after *Howard C. Kennerly*  
being duly sworn, deposes and says that the facts and matters  
contained above are true and correct, and that he has executed  
the same for the purposes expressed herein.

WITNESS my hand and official seal this 13 day of  
April, 19 85.

(SEAL)

*Elizabeth Shugart*  
Notary Public

State of Florida

My Commission Expires: ELIZABETH SHUGART

Notary Public, State of Florida

My comm. expires Oct. 18, 1989

Comm. No. CC 414338