

# P95000032518

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April 20, 1995

### EFFECTIVE DATE

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

4-17-95

4000001468054  
-04/24/95 --01041--014  
+++122.50 +++122.50

**Re: Incorporation of Seminole Homes of North Florida, Inc.**

Ladies/Gentlemen:

Enclosed please find the following documents in connection with the incorporation of Seminole Homes of North Florida, Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

*Frank E. Miller*  
Frank E. Miller

FEM;kbm  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 24 AM 10:20

KAN 4-26

**ARTICLES OF INCORPORATION  
OF  
SEMINOLE HOMES OF NORTH FLORIDA, INC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 APR 24 AM 10:20

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is Seminole Homes of North Florida, Inc.

**EFFECTIVE DATE**

4-17-95

**ARTICLE II**

**Principal Office**

The principal office and mailing address of the corporation shall be 2051 Art Museum Drive, Suite 130, Jacksonville, Florida 32207.

**ARTICLE III**

**Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV**

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V**

**Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$0.10 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2051 Art Museum Drive, Suite 130, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Lawrence R. Towers.

#### ARTICLE VII

##### Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Lawrence R. Towers  
2051 Art Museum Drive, Suite 130  
Jacksonville, Florida 32207

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII

##### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or

repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX

##### Incorporator

The name and street address of the incorporator of this corporation is:

Lawrence R. Towers  
2051 Art Museum Drive, Suite 130  
Jacksonville, Florida 32207

#### ARTICLE X

##### Amendment

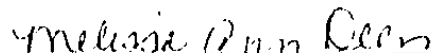
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 17<sup>th</sup> day of April, 1995.

  
Lawrence R. Towers

STATE OF FLORIDA        }  
                                  }SS  
COUNTY OF DUVAL        }

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of April, 1995, by Lawrence R. Towers.

  
(Print Name Melissa Ann Deen)  
NOTARY PUBLIC  
State of Florida at Large  
Commission # CC 311322  
My Commission Expires: 9-17-97

Personally known ✓  
or Produced I.D. \_\_\_\_\_  
[check one of the above]

Type of Identification Produced \_\_\_\_\_

800-852-5878  
Bonded by ANB  
Expires Sep. 17, 1997  
My Commission CC311322  
MELISSA ANN DEEN



MELISSA ANN DEEN  
My Commission CC311322  
Expires Sep. 17, 1997  
Bonded by ANB  
800-852-5878

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 24 AM 10:20

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

SEMINOLE HOMES OF NORTH FLORIDA, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF  
FLORIDA, HAS NAMED LAWRENCE R. TOWERS, LOCATED AT 2051 ART MUSEUM  
DRIVE, SUITE 130, JACKSONVILLE, FLORIDA 32207, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Lawrence R. Towers

Dated: April 17, 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 RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.



Lawrence R. Towers

Dated: April 17, 1995