

P95000039971

4161 S.E. Geneva Drive
Stuart, Florida 34997
(407) 221-9086
May _____, 1995

FILED
MAY 18 PM 3:27
TREASURY DEPARTMENT
WASHINGTON, D.C.

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
The Capitol
Tallahassee, Florida 32399

EFFECTIVE DATE

5-16-95

600001493806
-05/18/95--01103--004
***122.50 ***122.50

Re: TREASURE COAST CARPENTRY, INC.

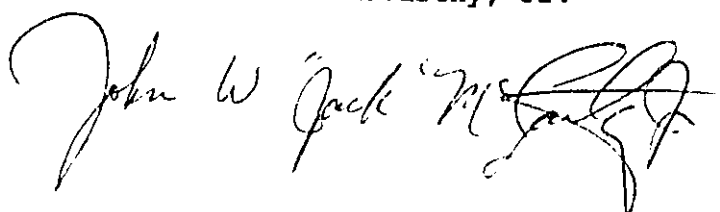
Dear Sir:

Please find enclosed Articles of Incorporation for the above incorporation and a check in the amount of \$122.50 for the filing fees. Please return the Articles to me at the above address after filing.

Thank you very much for your consideration in this matter.

Respectfully,

John W. "Jack" McCarthy, Jr.



Enclosures

D. BROWN MAY 19 1995

EFFECTIVE DATE
5-16-95

**ARTICLES OF INCORPORATION
OF
TREASURE COAST CARPENTRY, INC.**

FILED
MAY 13 PM 3:20
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is TREASURE COAST CARPENTRY, INC., and the principal office address is 4161 S.E. Geneva Drive, Stuart, Florida 34997.

ARTICLE II

CORPORATE DURATION

The duration of the corporation is perpetual. In accordance with Florida Statute section 607.0203 (1993) the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, 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 that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

1. The purpose for which the Corporation is organized is general contracting for home improvement including, but not limited to, carpentry, fascia, soffit and decks.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida Law:

(a) To sue, complain and defend in the corporate name.

(b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or 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, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.

(e) To lend money and use its credit to assist corporate employees.

(f) 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.

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporations's property and income.

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business.

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

ARTICLE V

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common voting stock. Such shares shall be of a single class with a par value of \$10.00. The corporation is authorized to issue only one class of stock.

Stock will be issued and transferred only to

1. natural persons
2. Estates, or,
3. a trust as described in Title 26 United States Code Section 1371 defining small business corporation. In addition no stock shall be issued or transferred to a non-resident alien.

The Corporation shall adopt a "Section 1244 Plan" for the issuance of its stock, pursuant to the Internal Revenue Code, section 1244.

ARTICLE VI

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 an amendment thereof of out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other considerations.

(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.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from 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 and

submitted to the Corporation within thirty (30) days of receipt of the notice of the Corporation.

ARTICLE V

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

1. John W. "Jack" McCarthy, Jr., President
4161 S.E. Geneva Drive
Stuart, Florida 34997

ARTICLE VI

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of amendment.

ARTICLE VII

INCORPORATORS

The names and residences of the subscribers to these articles of incorporation are as follows:

1. John W. "Jack" McCarthy, Jr.
4161 S.E. Geneva Drive
Stuart, Florida 34997

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law if they are threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director or Officer of the Corporation.

ARTICLE IX

VOTING

It will require a vote one-hundred percent (100%) of the Shareholders to ratify the following actions:

- (a) Sale or acquisition of assets in excess of \$1000;
- (b) Merger, consolidation or reorganization;
- (c) Liquidation or dissolution;
- (d) Annual salaries, bonuses, dividends, loans, and other compensation or distributions of the Corporation's profits to the Shareholders, Officers, and/or Directors.
- (e) Election of Directors;

(f) Hiring and termination of employees at a salary in excess of twenty thousand dollars (\$20,000) per year;

(g) All transactions that are not in the ordinary course of business; and

(h) Borrowing of money.

ARTICLE X

AMENDMENT OF ARTICLES & BYLAWS

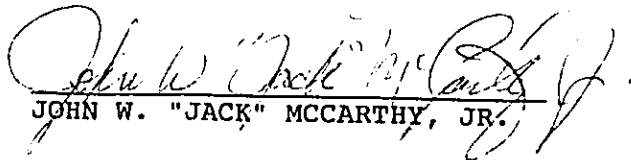
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and the Bylaws, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Any amendment of these Articles of Incorporation or the Bylaws will require a vote of sixty-six and two-thirds percent (66 2/3%) of the Shareholders.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4161 S.E. Geneva Drive, Stuart, Florida, 34997 and the name of its initial registered agent at such address is, KIMBERLY MCCARTHY.

Executed by the undersigned at Stuart, Florida, on the 16 day of May, 1995.


JOHN W. "JACK" MCCARTHY, JR.

STATE OF FLORIDA

COUNTY OF MARTIN

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOHN W. "JACK" MCCARTHY, JR., who is personally known to me or who has produced a Florida driver's license as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes and intents expressed therein.

WITNESS my hand and official seal in the County last aforesaid this 16 day of May, 1995.

Linda B Lord
NOTARY PUBLIC

LINDA B LORD
Print Name

My Commission Expires:

LINDA B LORD
NOTARY PUBLIC
My Commission Expires
Commission No. 00337454

To: The Department of State
Division of Corporations
Tallahassee, Florida 32304

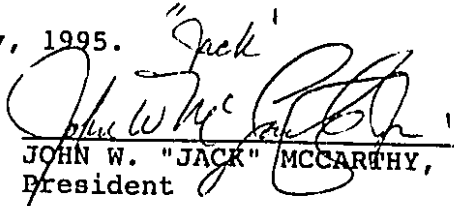
FILED
95 MAY 18 PM 3:28
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.325 of the Florida General
Corporation Act, the following is submitted:

TREASURE COAST CARPENTRY, INC., INC, with its place of
business at 4161 S.E. Geneva Drive, Stuart, Florida 34997 has named
KIMBERLY MCCARTHY, whose address is 4161 S.E. Geneva Drive, Stuart,
Florida 32347 as its agent to accept service of process within
Florida.

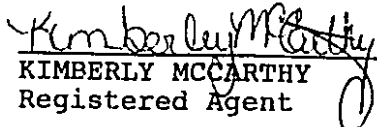
Dated this 16 day of May, 1995.


JOHN W. "JACK" MCCARTHY, JR.
President

ACKNOWLEDGMENT:

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, and I accept the duties and
obligations of Section 607.325 of the Florida General Corporation
Act.

Dated this 16 day of May, 1995.


KIMBERLY MCCARTHY
Registered Agent

corp\treasure\artinc.jck