

995000040436

Bernard S. Peck
Member FL, CT & NY Bars

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Member FL & CT Bars

Kent A. Skrivan
J.D., LL.M in Taxation

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95 MAY 22 AM 8:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-16-95

May 17, 1995

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

100001495731
-05/22/95--01066--008
***122.50 ***122.50

Re: Pinewood Homes, Inc.

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation of the above named corporation, together with a check to your order in the amount of \$122.50 representing the filing fee.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

2 2
Daniel D. Peck

DDP:jfm

Encs.

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5/23/95
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ARTICLES OF INCORPORATION

OF

PINEWOOD HOMES, INC.

FILED
95 MAY 22 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I EFFECTIVE DATE

NAME AND ADDRESS

5-16-95

The name of this corporation is PINEWOOD HOMES, INC.
and its principal address is 1435 12th Street North, Naples,
Florida 33940.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on
the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business
of purchasing and selling real estate, developing real
property, building and selling homes, and for all other
purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of
One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of
this corporation is 1435 12th Street North, Naples, Florida

33940, and the name of the initial registered agent of this corporation at that address is L.E. Keeth Kipp.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: L.E. Keeth Kipp, 1435 12th Street North, Naples, Florida 33940, Tammy Turner Kipp, 1435 12th Street North, Naples, Florida 33940, Stephen J. Williams, 5720 10th Avenue N.W., Naples, Florida 33999 and Stacey L. Kipp, 5720 10th Avenue N.W., Naples, Florida 33999.

ARTICLE VII

INCORPORATORS

The names and addresses of the persons signing these Articles are: L.E. Keeth Kipp, 1435 12th Street North, Naples, Florida 33940, Tammy Turner Kipp, 1435 12th Street North, Naples, Florida 33940, Stephen J. Williams, 5720 10th Avenue N.W., Naples, Florida 33999 and Stacey L. Kipp, 5720 10th Avenue N.W., Naples, Florida 33999.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
SHAREHOLDER QUORUM

Two-thirds of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI
NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any

action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share of additional stock as the number of shares he owns at the time of issue bears to the total number of previously issued shares outstanding (as nearly as may be done without issuance of fractional shares) at the price and terms at which new stock is issued to others. This right is waived by written waiver or by the failure of the shareholder to exercise and pay for his preemptive share right within thirty days of notification of the right.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 16th day of May, 1995.

L.E. Keeth Kipp L.S.
L.E. Keeth Kipp, Incorporator

Tammy Turner Kipp L.S.
Tammy Turner Kipp, Incorporator

Stephen J. Williams L.S.
Stephen J. Williams, Incorporator

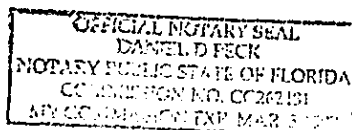
Stacey L. Williams L.S.
Stacey L. Williams, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared L.E. KEETH KIPP, TAMMY TURNER KIPP, STEPHEN J. WILLIAMS and STACEY L. WILLIAMS, personally known to me and known by me to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 16th day of May, 1995.

Daniel D. Peck
Notary Public
Daniel D. Peck
My Commission Expires:



I, L.E. KEETH KIPP, agree to serve as resident agent and accept service for PINWOOD HOMES, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 16th day of May, 1995.


L. E. Keeth Kipp

pinewood

Bernard S. Peck
Member FL, CT & NY Bars

Daniel D. Peck
Member FL & CT Bars

Kent A. Skrivan
J.D., LL.M. in Taxation

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May 31, 1995

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

Re: Pinewood Homes, Inc.

Dear Sir:

We enclose herewith for filing the original of the Amendment to Articles of Incorporation for the above named corporation together with a check to your order in the amount of \$35 which represents the filing fee.

Thank you for your attention to this matter.

Sincerely,


Daniel D. Peck

DDP:jfm

Encs.

secyst

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TALLAHASSEE, FLORIDA

FILED
JUL 21 PM 2:53
TALLAHASSEE, FLORIDA
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7-21-95
Amended



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 15, 1995

PECK & SKRIVAN
% DANIEL D. PECK
5801 PELICAN BAY BLVD., #103
NAPLES, FL 33963

SUBJECT: PINEWOOD HOMES, INC.
Ref. Number: P95000040436

We have received your document for PINEWOOD HOMES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 395A00029498

FILED
95 JUL 21 PM 2:53
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
PINEWOOD HOMES, INC.

Articles VI and VII of the Articles of Incorporation of PINEWOOD HOMES, INC. are amended to read as follows:

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: L.E. Keeth Kipp, 1435 12th Street North, Naples, Florida 33940, Tammy Turner Kipp, 1435 12th Street North, Naples, Florida 33940, Steven J. Williams, 5720 10th Avenue N.W., Naples, Florida 33999 and Stacey L. Williams, 5720 10th Avenue N.W., Naples, Florida 33999.

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators signing these Articles are: L.E. Keeth Kipp, 1435 12th Street North, Naples, Florida 33940, Tammy Turner Kipp, 1435 12th Street North, Naples, Florida 33940, Steven J. Williams, 5720 10th

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Avenue N.W., Naples, Florida 33999 and Stacey L. Williams,
5720 10th Avenue N.W., Naples, Florida 33999.

This Amendment has been proposed by the Board of
Directors and adopted by unanimous approval of the shareholders
and the Amendment shall be effective on execution.



L. E. Keeth Kipp, President


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 21 PM 2:54


FILED

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to, subscribed and acknowledged before me by L. E.
Keeth Kipp, President, who is personally known to me and who did
take an oath, this 30 day of May, 1995.



Notary Public



(Printed Name of Notary)

My Commission Expires:

