

0 23 2:01 707 700 0233 LIMITED C 001
P95000040698

5/22/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:30 AM

(((H95000005689))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HERITAGE RURAL HOUSING, INC.
DEPARTMENT OF STATE 101 GEORGE KING BLVD
STATE OF FLORIDA SUITE 4
409 EAST GAINES STREET CAPE CANAVERAL FL 32920
TALLAHASSEE, FL 32399 CONTACT: KATHLEEN O'GRADY
FAX: (904) 922-4000 PHONE: (407) 799-4090

FAX: (407) 799-0233
(((H95000005689))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HERITAGE PARTNERS GROUP XXI, INC.
FAX AUDIT NUMBER: H95000005689 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/22/1995 TIME REQUESTED: 10:30:48
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$131.25 ACCOUNT NUMBER: 074723003718

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** ENTER 'M' FOR MENU. **

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/22/95 2:07 PM

FILED

Handwritten signature
5/23

Handwritten notes:
H95-10934
Cover sheet
prep. phone # 586
- 673

5/22/95 5:12:47

The certification you requested is enclosed.

May 22, 1995

HERITAGE CO.

CAPE CANAVERAL, FL

SUBJECT: HERITAGE PARTNERS GROUP XXII, INC.
REF: W95000010734

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with this cover

sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005689
Letter Number: 495A00025969

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

May 23, 1995

HERITAGE CO.

CAPE CANAVERAL, FL

SUBJECT: HERITAGE PARTNERS GROUP XXII, INC.
REF: W95000010734

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with this cover sheet.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000005689
Letter Number: 095A00026164

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

((H95000005689)))

**ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXII, INC.**

ARTICLE I - NAME

The name of the corporation is: **HERITAGE PARTNERS GROUP XXII, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

THIS INSTRUMENT PREPARED BY:
GREGORY A. POFF, ESQ.
101 GEORGE KING BLVD., SUITE 4
CAPE CANAVERAL, FL 32920
(407) 799-4090
FL BAR NO. 0220531

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FILED
55 MAR 23 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H95000005689)))

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: GREGORY A. POPP.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 101 George King Blvd., Suite 4, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

MICHAEL F. McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

The names and addresses of the persons executing these Articles of Incorporation are:

MICHAEL F. McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

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

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

MICHAEL F. McPHILLIPS	300 Shares
JACQUELINE McPHILLIPS	450 Shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation or the corporation.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of February, 1995.

Michael F. McPhillips
 Michael F. McPhillips
Jacqueline McPhillips
 Jacqueline McPhillips

**STATE OF FLORIDA
 COUNTY OF BREVARD**

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: **MICHAEL F. McPHILLIPS** and **JACQUELINE McPHILLIPS**, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the persons named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 24th day of February, 1995.



Alice C. Valliere
 Notary Public, State of Florida
 My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

GREGORY J. POPP, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.

Gregory A. Popp
 Gregory A. Popp, Esq.

Page 4 of 4

FILED
 MAY 23 PM 3:07
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

(((95000005689)))

P95000040698

06/02/95

15:13

407 799 0233

HERITAGE CO

01

5/20/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:44 PM

(((H95000005978))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: HERITAGE RURAL HOUSING, INC.

DEPARTMENT OF STATE 101 GEORGE KING BLVD

STATE OF FLORIDA SUITE 4
409 EAST GAINES STREET CAPE CANAVERAL FL 32920-

TALLAHASSEE, FL 32309 CONTACT: KATHLEEN O'GRADY

FAX: (904) 922-4000 PHONE: (407) 799-4090

FAX: (407) 799 0233

(((H95000005978))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: HERITAGE PARTNERS GROUP XXI, INC.

FAX AUDIT NUMBER: H95000005978 CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/20/1995 TIME REQUESTED: 14:44:35

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 074723003/10

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** ENTER 'M' FOR MENU. **

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FILED
55 JUN -2 PM 4:01
TALLAHASSEE, FLORIDA

May 30, 1993

HERITAGE PARTNERS GROUP XXII, INC.
101 GEORGE KING BLVD.
SUITE 4
CAPE CORAL, FL 32920

SUBJECT: HERITAGE PARTNERS GROUP XXII, INC.
REF: P95000040698

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with this cover sheet.

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.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000005978
Letter Number: 295A00027103

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

May 31, 1995

HERITAGE PARTNERS GROUP XXII, INC.
101 GEORGE KING BLVD.
SUITE 4
CAPE CORAL, FL 32920

SUBJECT: HERITAGE PARTNERS GROUP XXII, INC.
REF: F93000040698

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1995

HERITAGE PARTNERS GROUP XXII, INC.
C/O KATHLEEN O'GRADY
101 GEORGE KING BLVD., SUITE 4
CAPE CORAL, FL 32920

SUBJECT: HERITAGE PARTNERS GROUP XXII, INC.
Ref. Number: P95000040698

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000005978
Letter Number: 795A00027454

(((H95000005978)))

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP XXII, INC.**

FILED
95 JUN -2 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date of Filing of the Articles of Incorporation: **MAY 23, 1995**

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the Director of this corporation is:

**JACQUELINE McPHILLIPS
101 George King Blvd., Suite 4
Cape Canaveral, Florida 32920**

MICHAEL McPHILLIPS has withdrawn from the Board of Directors.

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall reflect the following person in the amount of set forth opposite the name:

JACQUELINE McPHILLIPS	750 Shares
------------------------------	-------------------

MICHAEL McPHILLIPS has assigned his 300 Shares to the remaining shareholder of the corporation, **JACQUELINE McPHILLIPS**.

THIS INSTRUMENT PREPARED BY:
GREGORY A. FORT, ESQ.
101 GEORGE KING BLVD., SUITE 4
CAPE CANAVERAL, FL 32920
(407) 799-4090
FL BAR NO. 0230391

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Amendments to the Articles of Incorporation were adopted on May 26, 1995. The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

The undersigned subscribers have executed this Articles of Amendment to Articles of Incorporation of Heritage Partners Group XXII, Inc.

Signed this 1st day of June, 1995.

"Director"



JACQUELINE McPHILLIPS

"Withdrawing Director"



MICHAEL McPHILLIPS

(((119500005978)))