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P95000043891

May 25, 1995

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

RE: Southeast Steel Homes, Inc.


100001502041
-05/31/95--01059--002
***122.50 ***122.50

Dear Sir:

Please find enclosed Articles of Incorporation regarding the above proposed corporation for filing. Also enclosed is a check in the amount of \$122.50 for filing fees. Please return the Articles to me at Post Office Box 167, Perry, Florida 32347 after filing.

Thank you very much for your consideration in this matter.

Respectfully,



Conrad C. "Sonny" Bishop, III

CCBIII/kp

enclosures

EFFECTIVE DATE

May 05, 1995

WJW

ARTICLES OF INCORPORATION
EFFECTIVE DATE **OF**
May 25, 1995 **SOUTHEAST STEEL HOMES, INC.**

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 SOUTHEAST STEEL HOMES, INC., and the principal office address is 309 E. Pace Drive, Perry, Florida 32347.

ARTICLE II

CORPORATE DURATION

The duration of the corporation is perpetual. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement 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 to sell, import and export and to finance purchases and sales of the following products and services: steel framing or residential homes and related structures and installation and erection of said steel framing; and to promote the sale thereof.

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 one-thousand (1000). Such shares shall be of a single class, and be with a par value of ten dollars (\$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

SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Conrad C. Bishop, Jr.	101
Conrad C. "Sonny" Bishop, III	101
Kathleen McCarthy Bishop	101
John W. "Jack" McCarthy, Sr.	101
John W. "Jack" McCarthy, Jr.	101

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is five (5). The name and address of

each person who is to serve as a member of the initial board of directors is:

1. Conrad C. Bishop, Jr.
130 Bullen Road
Perry, Florida 32347
2. Conrad C. "Sonny" Bishop, III
309 E. Pace Drive
Perry, Florida 32347
3. Kathleen McCarthy Bishop
309 E. Pace Drive
Perry, Florida 32347
4. John W. "Jack" McCarthy, Sr.
3494 SE Jefferson Street
Stuart, Florida 34997
5. John W. "Jack" McCarthy, Jr.
4161 SE Geneva Drive
Stuart, Florida 34997

ARTICLE VIII

INCORPORATORS

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

1. Conrad C. "Sonny" Bishop, III
309 E. Pace Drive
Perry, Florida 32347

ARTICLE IX

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.

(a) To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or was or is acting as an incorporator of the Corporation as of October 1, 1994, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any

criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE X

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 XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 411 N. Washington Street, Perry, Florida, 32347 and the name of its initial registered agent at such address is, Conrad C. Bishop, III.

The above Articles of Incorporation for Southeast Steel Homes, Inc. were executed by the undersigned at Perry, Taylor County, Florida, on the 25th day of May, 1995.



CONRAD C. "SONNY" BISHOP, III

STATE OF FLORIDA

COUNTY OF TAYLOR

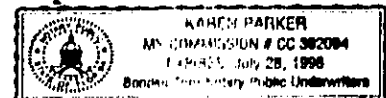
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared CONRAD C. BISHOP, III who is personally known to me and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes and intents expressed therein.

WITNESS my hand and official seal in the County last aforesaid this 25th day of May, 1995.

Karen Parker

KAREN PARKER, Notary Public
My Commission Expires:

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



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 25th day of May, 1995.

Conrad C. Bishop, III

CONRAD C. "SONNY" BISHOP, III
Registered Agent

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