

995000064630

DYE & SCOTT, P.A.

ATTORNEYS AT LAW

1111 THIRD AVENUE WEST

SUITE 300

BRADENTON, FLORIDA 34205

PHONE (941) 748-4411

TELECOPIER (941) 748-1573

ROBERT L. SCOTT  
PHILIP C. PERREY  
PATRICIA A. PETRUCCI  
STEPHEN R. DYE  
D. ROBERT HOYLE

DEWEY A. DYE, JR. RETIRED

PLEASE REPLY TO  
P.O. DRAWER 9480  
BRADENTON, FLORIDA 34206

August 11, 1995

EFFECTIVE DATE

8-11-95

Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

RE: New Castle Homes, Inc., a Florida corporation

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation and check in the amount of \$122.50 to cover the following: \$35.00 Filing Fee; \$52.50 Certified Copy; and \$35.00 Registered Agent, regarding the above. Please return the certified copy to the undersigned at the above address. Thank you for your cooperation.

Very truly yours,

Stephen R. Dye

SRD/dal

Enclosures

300001564898  
-05-15-95-0103-013  
\*\*\*122.50 \*\*\*122.50

ARTICLES OF INCORPORATION

95 AUG 18 AM 9:40

The undersigned, Edward L. Walmsley, Jr., desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:

NEW CASTLE HOMES, INC.

EFFECTIVE DATE

8-11-95

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence at 507 - 67th Street N.W., Bradenton, FL 34209, 8 / 11, 1995, or as soon thereafter as these Articles are filed with the Department of State of the State of Florida.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

#### ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

#### ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is 507 - 67th Street N.W., Bradenton, FL 34209. The mailing address of the corporation is 507 - 67th Street N.W., Bradenton, FL 34209. The name of this corporation's initial registered agent at such address is Edward L. Walmsley, Jr. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two. The Board of Directors shall consist of not less than one nor more than five members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of two persons. The names and addresses of the members of the initial Board of Directors are as follows:

Edward L. Walmsley, Jr.  
507 67th Street N.W.  
Bradenton, FL 34209

Deborah Walmsley  
507 67th Street N.W.  
Bradenton, FL 34209

#### ARTICLE VIII

The name and address of the incorporator is as follows:

Edward L. Walmsley, Jr.  
507 67th Street N.W.  
Bradenton, FL 34209

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he/she is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the

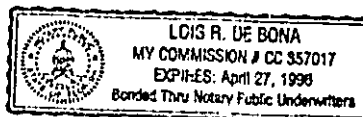
purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 11 day of August, 1995.

Edward L. Walmsley, Jr. (SEAL)  
Edward L. Walmsley, Jr.

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this August 11, 1995, by Edward L. Walmsley, Jr., who is personally known to me or who has produced W45223261221 as identification and who did not take an oath.

Lois R. DeBona  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_



ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the  
duties and responsibilities as registered agent for NEW CASTLE  
HOMES, INC.

RECEIVED  
AUG 18 AM 9:40  
STATE  
CLERK

  
\_\_\_\_\_  
Registered Agent

P95000064630

DYE & SCOTT, P.A.

ATTORNEYS AT LAW

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SUITE 300

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PHILIP E. PERREY  
PATRICIA A. PETRUFF  
STEPHEN R. DYE  
D. ROBERT HOYLE

DEWEY A. DYE, JR. RETIRED

PLEASE REPLY TO  
PO DRAWER 9480  
BRADENTON, FLORIDA 34206

September 1, 1995

Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

RE: New Castle Homes, Inc., a Florida corporation

Gentlemen:

Enclosed please find original Articles of Amendment to Articles of Incorporation and check in the amount of \$35.00 to cover the Filing Fee. Please return verification of filing to the undersigned at the above address. Thank you for your cooperation.

Very truly yours,

Stephen R. Dye

SRD/dal

Enclosures

100001578671  
-03/06/ 35-01068--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amend



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 13, 1995

STEPHEN R. DYE  
P.O. DRAWER 9480  
BRADENTON, FL 34206

SUBJECT: NEW CASTLE HOMES, INC.  
Ref. Number: P95000064630

We have received your document for NEW CASTLE 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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 895A00042067



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PLEASE REPLY TO  
PO. DRAWER 9480  
BRADENTON, FLORIDA 34206

September 18, 1995

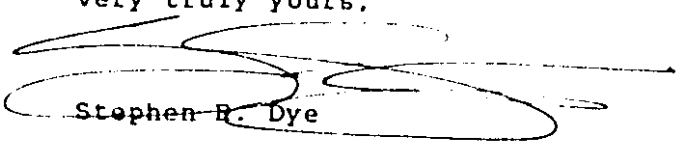
Ms. Velma Shepard  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

RE: New Castle Homes, Inc., a Florida corporation

Dear Ms. Shepard:

I am resubmitting the Articles of Amendment regarding the above referenced matter, which have been modified pursuant to your letter dated September 13, 1995; copy enclosed for your reference.

Very truly yours,



Stephen R. Dye

SRD/dal

Enclosures

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
NEW CASTLE HOMES, INC.

55 SEP 19 AM 9:22

PURSUANT TO the provisions of Section 607.1006, F.S., this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article VII is amended in its entirety as follows:

"ARTICLE VII

The number of directors constituting the ~~initial~~ Board of Directors shall be one (1). The Board of Directors shall consist of not less than one (1) nor more than (5, Directors, and the number of members of the Board of Directors may be fixed from time to time by the By-Laws of the corporation, but until so fixed, shall consist of one (1) person. The name and address of the Member of the ~~initial~~ Board of Directors is as follows:

Edward L. Walmsley, Jr.  
507 - 67th Street NW  
Bradenton, FL 34209"

2. This Amendment was adopted by the incorporator, without shareholder action and shareholder action was not required.

3. The date of this Amendment's adoption is August 31, 1995.

IN WITNESS WHEREOF, the undersigned being the original incorporator of this corporation has hereunto set his hand and seal this 1 day of September, 1995.

Edward L. Walmsley, Jr. (SEAL)  
Edward L. Walmsley, Jr.

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 9/1/95  
76/22 W 15361221, 1995, by Edward L. Walmsley, Jr., who is  
personally known to me or who has produced 76 AL as  
identification and who did not take an oath.

Name: Lois R. DeBona

Notary Public

My Commission Expires

