

P95000068888
DESIGN SCA SERVICES

179 WELLS ROAD # ORANGE PARK, FLORIDA 32073-3057 ☎ (904) 264-0008 ☎ FAX (904) 269-9149

August 25, 1995

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

Sirs:

Enclosed please find the Articles of Incorporation for SCA RESIDENTIAL ARCHITECTURAL DESIGN, INC. Also find enclosed a cashier's check in the amount of \$122.50 for filing fees.

Should you have any questions regarding this filing, please contact this office at the address below.

Sincerely yours,

Lani Barna

Enclosures

W95-17352

789, 608, 671

SAB
8/29/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1995

LANI BARNA
179 WELLS RD.
ORANGE PARK, FL 32073-3057

SUBJECT: SCA RESIDENTIAL ARCHITECTURAL DESIGN, INC.
Ref. Number: W95000017352

We have received your document for SCA RESIDENTIAL ARCHITECTURAL DESIGN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 295A00040135

ARTICLES OF INCORPORATION
OF
SCA RESIDENTIAL ARCHITECTURAL DESIGN, INC.

We the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, rights, privileges and immunities of corporation for profit. We further declare that the following articles shall be the charter and authority for the conduct of business of said corporation.

ARTICLE I

The name of this corporation shall be:

SCA Residential Architectural Design, Inc.
A Closed Corporation

and its principal place of business shall be Orange Park, County of Clay, State of Florida, but it shall have the power and authority to establish branch offices at such place or places that may be designated by the undersigned stockholders.

ARTICLE II

This corporation may elect to be taxed as a Sub-Chapter S corporation.

ARTICLE III

PURPOSES

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
3. To directly or through ownership of share in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved and any interest therein; to own, hold, construct, maintain and improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, plants, ranches, and agricultural operation, plus all structures and erections of any description on any land, owned, held, or leased by the corporation, or upon any other land; to lease or sublet ranch land, groves, stores, apartments, and any other land or buildings, and to sell, lease, sublet, mortgage, create a security interest in exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of such real estate property and any interest therein.
4. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, ventures, or other evidences of indebtedness and obligations and security of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates of receipts of any kind representing

or evidencing any interest in any such shares, bonds, notes, ventures, evidences of indebtedness, obligations, or securities; to issue its own shares, bonds, notes, debentures or other evidences of indebtedness and obligations and securities for the acquisition of any said shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by; and, while the owner or holder of any such shares, bonds, notes, debentures, evidence of indebtedness, obligations, securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and to the extent now or hereinafter permitted by law, aid by loan, subsidy, guarantee, or otherwise, those issuing, creating responsibility for such shares, bonds, notes, debentures, evidence of indebtedness, obligations, securities, certificates or receipts.

5. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, in any manner dispose of the rights and property so acquired.

6. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, in any manner dispose of the rights and property so acquired.

7. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, governmental authority, or any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

8. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit.

9. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

10. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no ways limited or restricted by reference to or inference from terms of any other clause, it shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida lawfully carry on, exercise, or do.

ARTICLE IV
AUTHORIZED SHARES

The aggregated number of shares which the corporation shall have authority to issue is 1,000 shares of par value one dollar common stock. The stock shall be sold, assigned, issued and transferred only in accordance with the Articles of Incorporation and the By-Laws of the corporation as the corporation may, from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto. This corporation shall be deemed a Closed Corporation.

ARTICLE V
RELATIVE RIGHTS PRIVILEGES AND LIMITATIONS

1. The undersigned shall be deemed as the sole stockholders of SCA Residential Architectural Design, Inc., and shall conduct and manage the business thereof in accordance with the Articles of Incorporation and the By-Laws of SCA Residential Architectural Design, Inc.
2. The undersigned stockholders shall be entitled to one vote each irregardless of their respective stockholding in SCA Residential Architectural Design, Inc. Stockholders holding their stocks as Tenants in common shall be entitled to one vote each. Subsequent change by those stockholders to Tenants In Common shall not reduce that vote.
3. SCA Residential Architectural Design, Inc. shareholders shall duly elect its officers who will conduct the normal business in accordance with the applicable Florida Statutes.
4. Any officer duly elected by the undersigned stockholders may be removed by majority vote of the undersigned stockholders.
5. All major decisions normally authorized by the Board of Directors in accordance with the applicable Florida Statutes shall be decided by a majority vote of the undersigned stockholders.
6. SCA Residential Architectural Design, Inc. shall make no "Public Offering" of any of its stock within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.
7. All of the issued stock of SCA Residential Architectural Design, Inc. shall be subjected to the following restrictions of transfer:
 - A. No stockholder of SCA Residential Architectural Design, Inc. may transfer, hypothecate, assign or sell any of his/her respective stockholdings in the Corporation without first obtaining written consent of the remaining stockholders and corporation.
 - B. The price and terms at which, and the time within which these shares may be offered and sold shall be further specified by written agreement among all of the stockholders of the corporation.
 - C. This provision shall not be interpreted as a restriction on the right of any stockholders to have his/her entire stock holdings redeemed by SCA Residential Architectural Design, Inc.
 - D. All stock certificates issued by SCA Residential Architectural Design, Inc. will be marked "Restricted" with notation made to the Articles of Incorporation.
 - E. A subsequent and properly executed Stockholders' Agreement by all the stock holders is deemed to override any provision herein contrary to such agreement.
8. Any offer of purchase made to the seller of stock shall give rise to the corporation first being given an opportunity to redeem its stock at that price. Likewise any offer of purchase made to a shareholder by the corporation shall give the shareholder a right to buy the entire interest of the corporation at the same price per share.

9. Dividends of SCA Residential Architectural Design, Inc. may be declared at least each quarter to the undersigned stockholders in accordance with their respective individual shareholdings. Withholding of a dividend shall require unanimous vote of the stockholders.

10. Each stockholder shall have a preemptive right to purchase additional shares, if an offering should ever be made.

ARTICLE VI **CORPORATE EXISTENCE**

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VII **PRINCIPAL PLACE OF BUSINESS**

The principal office and place of business of this corporation shall be:

179 WELLS ROAD, ORANGE PARK, FLORIDA 32073

ARTICLE VIII **NUMBER OF STOCKHOLDERS**

The names of the initial Stockholders and their respective stockholdings are as follows:

NAMES	STOCKHOLDINGS
SUSAN M. CRITCHLOW , CHIEF EXECUTIVE OFFICER	33.3 %
LANI BARNA, CHIEF FINANCIAL OFFICER	33.3 %

ARTICLE X **NAMES AND ADDRESSES OF INITIAL OFFICERS**

Name	Title	Address
SUSAN CRITCHLOW	CHIEF EXECUTIVE OFFICER	1124 WYNDEGATE DRIVE ORANGE PARK, FLORIDA 32073
LANI BARNA	CHIEF FINANCIAL OFFICER	738 TARA FARM DRIVE MIDDLEBURG, FLORIDA 32068

ARTICLE XI **COMPLIANCE WITH PROVISIONS FOR ISSUANCE OF 1244 STOCK**

This corporation shall comply with the regulations of Section 1244 of the Internal Revenue Code and the regulations issued thereunder requiring that common stock in a corporation be issued pursuant to a written plan adopted by the corporation after June 30, 1958, which plan must offer only such common stock during a period specified in the plan and no longer than two years after the plan is adopted. This section of the Code permits ordinary loss treatment when either the holder of Section 1244 sells or

exchanges such stock at a loss or when the stock becomes worthless. This corporation shall comply with the requirement of Section 1224 and the regulations issued thereunder further require that the plan must specifically state, in terms of dollars, the maximum amount to be issued pursuant thereto and that such stock must be issued only for money or property (other than stock or securities).

This corporation shall qualify as a small business corporation as defined in Section 1224 of the Internal Revenue Code

ARTICLE XII MISCELLANEOUS

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he/she had reasonable grounds to believe.

2. The corporation shall indemnify any and all stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgement (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholders or officer or person is liable for negligence or misconduct in the performance of his/her duties, if such stockholder or officer or person was acting in good faith in what he/she considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if in the judgement of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of back

faith in relation to the matters complained of therein, the corporation shall reimburse him/her for, or indemnify him/her for or against all costs and expenses reasonably incurred by him/her in connection therewith, other than for any sums paid to the corporation

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise.

ARTICLE XIII
RESIDENT AGENT AND ADDRESS

The street address of the initial registered office is 179 WELLS ROAD, ORANGE PARK, FLORIDA 32073
name of the initial registered agent is LANE BARNA.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of SCA Residential Architectural Design, Inc.

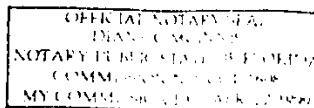
WITNESS our hands and seals this 25TH day of AUGUST, 1995.

[Handwritten signatures]
Lane Barna

STATE OF FLORIDA
(County of Duval) ss

Personally appeared before me the undersigned,
to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation he/she acknowledged before me that he/she executed and subscribed to the same for the purposes therein expressed

IN WITNESS WHEREOF I have hereunto set my hand and seal at Orange Park, Florida,
Florida, this 25th day of August, 1995.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO
PROCESS MAY BE SERVED

In pursuance of Chapter 48 091 Florida Statutes, the following is submitted, in
compliance with said act

First, that SCA RESIDENTIAL DESIGN SERVICES, INC., desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation at City of Orange Park, Florida, County of Clay, State of Florida, as its
agent to accept service of process within this state

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service or process for the above stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office

By

(Resident Agent)