

P96000050213

June 12, 1996

Howard J. Douglas
2244 Ten Oaks Drive
Tallahassee, Florida 32312

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida

700001860357
-06/12/96--01110--003
*****78.75 *****78.75

RE: Capital Oak Residential Construction, Inc.

Dear Sir/Madam:

Please find attached the original and one copy of the Article of Incorporation, and a check for the following:

Filing Fee:	\$35.00
Designation of Registered Agent:	\$35.00
Certificate of Status:	<u>\$ 8.75</u>
Total:	\$78.75

Thank you, and I appreciate your assistance in forming this corporation.

Sincerely,

Howard J. Douglas

Howard J. Douglas

attachment

RECEIVED
96 JUN 12 PM 2:15
DIVISION OF CORPORATIONS

FILED
96 JUN 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRIGHT
6/12/96

**ARTICLES OF INCORPORATION
OF
CAPITAL OAK RESIDENTIAL CONSTRUCTION, INC.**

FILED
96 JUN 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **CAPITAL OAK RESIDENTIAL CONSTRUCTION, INC.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. Without limiting or restricting in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, the corporation shall have the following general powers:

- (a) To have a corporate seal, which may be altered at the pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) 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.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist its officers and employees in accordance with applicable law.
- (e) 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 interest 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.

ARTICLE III. PURPOSE CONTINUED

- (f) To make contracts and guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operation, and have offices and exercise the powers granted by this act within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (o) To have and exercise all powers necessary or convenient to effect its purposes.
- (p) To indemnify any person who was or is made a party, or is threatened to be made a party, to any proceeding by reason of his having served as a director, officer, employee, or agent of this corporation all as provided by applicable law.
- (q) To purchase, take receive or otherwise acquire, hold own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock of one class only, having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2244 Ten Oaks Drive, Tallahassee, Florida 32312, and the name of the initial registered agent of this corporation at that address is **HOWARD J. DOUGLAS**. This is also the principal office.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, in accordance with by-laws adopted by the shareholders, provided that the corporation shall always have the minimum number of directors required by law.

ARTICLE VIII. INITIAL DIRECTORS

The names and address of the members of the first board of directors are:
Howard J. Douglas, 2244 Ten Oaks Drive, Tallahassee, FL 32312

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares entitled to vote thereon.

ARTICLE XI. INCORPORATORS

The name and address of the person signing these articles is **Howard J. Douglas**, 2244 Ten Oaks Drive, Tallahassee, Florida 32312.

The undersigned incorporator has executed these Articles of Incorporation this 12 day of JUNE, 1996.

Howard J. Douglas

State of Florida
County of Leon

I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared **Howard J. Douglas**, to me well known and known to me to be the person described as incorporator in and who executed the forgoing Articles of Incorporation.

Witness my hand and seal in the county and state named this 12th day of June, 1996.

Leslie Rutherford

My commission expires: 1-29-99.



DESIGNATED REGISTERED AGENT

I, **Howard J. Douglas**, do hereby accept appointment as Registered Agent for **Capital Oak Residential Construction, Inc.** Service may be made at this address during regular business hours:

2244 Ten Oaks Drive
Tallahassee, Florida 32312

Howard J. Douglas
Howard J. Douglas
Registered Agent

SWORN TO and subscribed
before me this 12th day
of June, 1996

Leslie Rutherford
NOTARY PUBLIC
My commission expires: 1-29-99.



FILED
96 JUN 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA