

P96000082510

10/04/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING CONFIRMATION

12:10 PM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01

CORPORATE NAME: HERITAGE CEDAR POND, INC.

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (407)799-0233

MAILING NAME/ADDRESS: HERITAGE RURAL HOUSING, INC.

450 CHALLENGER ROAD

CAPE CANAVERAL

FL 32920- US

CERTIFICATE(S) REQUESTED: YES

ESTIMATED CHARGES: \$131.25

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE  
THE ACCOUNT

CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS,  
ENTER 'N'.

FILED  
56 OCT -7 PM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/04/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:11 PM

(((H96000013984 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HERITAGE RURAL HOUSING, INC.

ACCT#: 074723016 CONT

ACT: KLEEN O'GRADY

PHONE: (407)799-4090

FAX #: (407)799-0233

NAME: HERITAGE CEDAR POND, INC.

AUDIT NUMBER.....H96000013984

DOCPE.....RIDA PROFIT CORPORATION OR P.

CEOF STATUS..1

PAGES..... 4 CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.\$131.

NOTE: PLEASE PRINT THIS PAGE

496# - 4564/

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56 OCT 7 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 OCT -7 AM 11:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HERITAGE CEDAR POND, INC**

**ARTICLE I NAME**

The name of the corporation is: **HERITAGE CEDAR POND, 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.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 450 Challenger Road, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: Allison Kerr-Hall Colvard.

THIS INSTRUMENT PREPARED BY:  
ALICE C. VALLERIE, CLS  
450 CHALLENGER ROAD  
CAPE CANAVERAL, FL 32920

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#### **ARTICLE VIII - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this corporation is: 450 Challenger Road, 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 one (1) Director 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 Director of this corporation is:

MICHAEL McPHILLIPS  
450 Challenger Road  
Cape Canaveral, FL 32920

#### **ARTICLE X - INCORPORATORS**

The name and address of the person executing these Articles of Incorporation is:

MICHAEL McPHILLIPS  
450 Challenger Road  
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.

#### **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.

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#### 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 McPHILLIPS

750 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of October, 1996.

*Michael McPhillips*  
Michael 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 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 3rd day of October, 1996.

*Allen K. Hall*  
Notary Public, State of Florida  
My Commission Expires:



ALLEN K. HALL  
MY COMMISSION / COMMISSION EXPIRES  
January 8, 1997  
CHERRY TREE TREE FARM SERVICE, INC.

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is: **HERITAGE CEDAR POND, INC.**
2. The name and address of the registered agent and office is:

Alison Kerr-Hall Colvard  
450 Challenger Road  
Cape Canaveral, FL 32920

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0503, FLORIDA STATUTES.

  
Alison Kerr-Hall Colvard

Dated this 3rd day of October, 1996.

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