# M6000825/0

10/04/06

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING CONFIRMATION

12:10 PM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

Type: Efiloi Componate name: Heritage Cedar Fond, inc.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (407)709-0233
MAILING NAME/ADDRESS: HERITAGE RURAL HOUSING, INC.
450 CHALLENGER ROAD
CAPE CANAVERAL FL 32020- US

SECRETARIO OF STATE
SECRET

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'.

10/04/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:11 PM

(((H960000139845)))

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:HERITAGEDAR POND, INC. AUDIT NUMBER......H96000013984 DOCPE......RIDA PROFIT CORPORATION OR P.

CEOF STATUS..1

PACES...... 4 CERT. COPIES......1 DEL.METHOD.. FAX EST.CHARGE.131.

NOTE: PLEAPRINT THIS PAGN

(((H960000013984)))

# 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 perpensally, commencing at the time of filling 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 lewful business.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1,00) per value stock, which shares shall be designated "Common Shares."

#### ARTICLE V - VOTING RIGHTS

Encept 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 EXCETS

Every shareholder, upon the sale for each of any new stock of this corporation of the same kind as that which he aiready holds, shall have the right to purchase his pro rata shares thereof (as marrly 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: Alison Kerr-Hull Colvard.

THE DETRUMENT PREPARED BY: ALICE C. VALLERE, CLA 490 CHALLENGER BOAD CAPE CANAVERAL, PL. 32920 (((H960000013984)))

#### 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 Canaversi, 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, after, 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.

## 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 MOPHILLIPS

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.

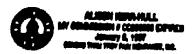
Michael Mc Phillips

STATE OF FLORIDA COUNTY OF BREVAND

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: MICHAEL McPHILLUPS, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the persons maned in and who executed the foregoing Articles of Incorporation as the Incorporators for the purpose; cherein 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.

My Commission Expires:



# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Parsuant to the provisions of Section 607,0501, Florida Statutes, the underlighted 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-Hull Colvard 450 Challenger Road Cape Canavaral, 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 607,0505, FLORIDA STATUTES.

Mink Hull Colored

Deted this 3rd day of October, 1996.