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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 115879 84684A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : October 10, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 115879

CUSTOMER NO: 84684A

CUSTOMER: Ms. Pat Henshaw
WILLIAM J. FULLER, III, PA

1530 Cross Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: MICHAEL SAUNDERS HOLDING
COMPANY

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

000001970740
-10/10/96--01059--010
***122.50 ***122.50

FILED
96 OCT 10 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 10 PM 12:20
DIVISION OF CORPORATION

10.10.96
KR

**ARTICLES OF INCORPORATION
OF
MICHAEL SAUNDERS HOLDING COMPANY**

FILED
96 OCT 10 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is MICHAEL SAUNDERS HOLDING COMPANY.

ARTICLE II

DURATION OF CORPORATION

The duration of this corporation is perpetual, commencing on the date these articles are filed by the Secretary of State.

ARTICLE III

PURPOSE OF CORPORATION

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

INCORPORATOR

The name and address of the person signing these articles of incorporation is:

WILLIAM J. FULLER, III, of 1530 Cross Street, Sarasota, Florida 34236.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1801 Main Street, Sarasota, Florida 34236, and the name of its initial registered agent at the address is SAUL EISEMAN.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith

or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation. With respect to any criminal action or proceeding, indemnification shall be made only if the director, officer or employee had no reasonable cause to believe his or her conduct was unlawful.

In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct.

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued and outstanding common shares.

ARTICLE X

POWER TO CHANGE BYLAWS

The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the shareholders of the corporation.

ARTICLE XI

MAILING ADDRESS OF CORPORATION

The mailing address of the corporation and of its principal office is: 1801 Main Street, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles
of incorporation this September 26, 1996.


WILLIAM J. FULLER, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this September 26,
1996, by WILLIAM J. FULLER, III, who is personally known to me.


NOTARY PUBLIC




PATRICIA LYNNE HENSHAW
MY COMMISSION # CC382523 EXPIRES
JUNE 13, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT TO BE REGISTERED AGENT

Following is the name and address of the initial registered agent of the
corporation MICHAEL SAUNDERS HOLDING COMPANY, who hereby consents to said
designation:

SAUL EISEMAN
1801 Main Street
Sarasota, Florida 34236


SAUL EISEMAN

FILED
96 OCT 10 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this September 26,
1996, by SAUL EISEMAN who is personally known to me.


NOTARY PUBLIC



WILLIAM J. FULLER, III
MY COMMISSION # CC288015 EXPIRES
MARCH 2, 1997
BONDED THRU TROY FAIR INSURANCE, INC.



THE UNITED STATES
CORPORATION
CORPACT

P96000083894

ACCOUNT NO. : 072100000032

REFERENCE : 501795 84684A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : August 19, 1997

ORDER TIME : 1:40 PM

ORDER NO. : 501795-005

CUSTOMER NO: 84684A

CUSTOMER: Ms. Pat Henshaw
William J. Fuller, III, Pa

1530 Cross Street
Sarasota, FL 34236

400002271684--5
08/20/97--01001--008
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: MICHAEL SAUNDERS HOLDING
COMPANY

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
97 AUG 19 AM 11:31
TALLAHASSEE, FLORIDA

97 AUG 19 PM 3:12
DIRECTOR OF CORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
MICHAEL SAUNDERS HOLDING COMPANY

FILED
97 AUG 19 AM 11:31
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of MICHAEL SAUNDERS HOLDING COMPANY is amended to read as follows:

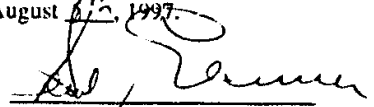
ARTICLE I. NAME

The name of the corporation is MICHAEL SAUNDERS NEW HOMES, INC.

2. The foregoing amendment was adopted by the shareholders of this corporation on August 6, 1997. The number of votes cast for the amendment by the shareholders was sufficient for approval, and there was only one voting group entitled to vote.

In witness whereof, the undersigned president and secretary of this corporation have executed these Articles of Amendment on August 6, 1997.


MICHAEL SAUNDERS
As President


SAUL EISEMAN
As Secretary

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this August 5th, 1997, by MICHAEL SAUNDERS as president and by SAUL EISEMAN as secretary of M. LYNN & CO., on behalf of the corporation. They are personally known to me or produced driver's licenses as identification.




NOTARY PUBLIC