

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 196821 7109989

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 20, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 196821-005

CUSTOMER NO: 7109989

CUSTOMER: Eric A. Simon, Esq
ERIC A. SIMON, P.A.

Suite 250
9050 Pines Boulevard
Pembroke Pines, FL 33024

FILED
96 DEC 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/20/96--01058--015
****122.50 ****122.50

DOMESTIC FILING

NAME: SHELBY HOMES AT HERON
BAY TWO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 20 PM 12:09
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SHELBY HOMES AT HERON BAY TWO, INC.
a Florida Corporation

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The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is SHELBY HOMES AT HERON BAY, INC., a Florida corporation.

ARTICLE II - ADDRESS

The initial mailing address of the Corporation is 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized is to transact any or all lawful business for which corporations may be organized under Florida Statutes, Section 607.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue one class of stock only. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock. Each share shall have a par value of \$1.00.

ARTICLE V - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights granted to the shareholders upon the sale of any stock by any shareholder or the issuance of any stock by the Corporation.

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the Corporation is 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024. The initial Registered Agent at such address is Eric A. Simon.

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than one (1) director.

2. The initial Board of Directors shall consist of one Director. The name and address of the initial Director is ROBERT SHELLEY, 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is: Eric A. Simon, 9050 Pines Boulevard, Suite 250, Pembroke Pines, Florida 33024.

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ARTICLE IX - OFFICERS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The officers of the Corporation shall be a president, vice president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. Any person may hold more than one office.

ARTICLE X - BYLAWS


The first Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or the shareholders in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the manner provided by law.

WHEREFORE, the Incorporator, and the initial Registered Agent, have executed these Articles of Incorporation on this 12 day of December, 1996.

BY EXECUTING THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AFFIRMATIVELY STATES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF THE PROVISION OF REGISTERED AGENT.


Eric A. Simon, As Incorporator and
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12 day of December, 1996 by Eric A. Simon, As Incorporator and Registered Agent. He/she is personally known to me.


Notary Public, State of Florida at Large

My commission expires:

EAS/HERON/ART

