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**G. C. BETZ REAL ESTATE**

2404 Leafdale Cr. S.  
Jacksonville, FL 32218

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

☐ Walk in

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 MAR 25 PM 10:31  
FILED  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

3/28/97

**Articles of Incorporation  
of  
Earth Design/Build, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 25 AM 10:31

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**Article I. Name**

The name of this corporation is: Earth Design/Build, Inc.

**Article II. Nature of Business**

The general nature of the business to be transacted by this corporation is:

The acquisition and development of real estate.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

### **Article III. Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

*Five Million Shares*

### **Article IV. Initial Capital**

The amount of capital with which this corporation will begin business is one thousand dollars (\$1000.00).

### **Article V. Term**

This corporation shall have perpetual existence.

### **Article VI. Address**

The post office address of the principal office of this corporation in the State of Florida is:

3474 Betz Landing Drive  
Jacksonville, Florida 32226

The Board of Directors may from time to time move the office to any other place in Florida.

### **Article VII. Directors**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but there shall never be less than three. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

### **Article VIII. Initial Directors**

Lamar T. Matthews  
3474 Betz Landing Drive  
Jacksonville, Florida 32226

Robert Betz  
3401 Lannie Road

## **Article IX. Subscribers**

The name and post office address of the subscriber of these articles of incorporation is:

Lamar T. Matthews  
3474 Betz Landing Drive  
Jacksonville, Florida 32226

## **Article X. Miscellaneous**

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholder, or any two of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notification of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The board of Directors is hereby specifically authorized to make provisions

## **Article XI. Indemnity**

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not it is a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

## **Article XII. Amendment**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by two thirds (2/3) of the stock entitled to vote thereon, unless all the directors and all the common stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

## **Article XIII. Registered Agent**

The Registered Agent for this corporation shall be LAMAR T. MATTHEWS whose address is 3474 Betz Landing Drive, Jacksonville, Florida 32226, until such time as a Statement of Change shall be filed in accordance with Sections 607.034 and 607.037 of the Florida Statutes.

## **Article XIV. Registered Office**

The Registered Office for this corporation shall be 3474 Betz Landing Drive, Jacksonville, Florida 32226, until such time as a Statement of Change shall be filed in accordance with Sections 607.034 and 607.037 of the Florida Statutes.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ACCEPTANCE BY REGISTERED AGENT:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
LAMAR T. MATTHEWS (SEAL)

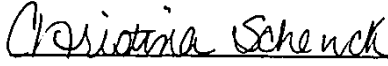
IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 24th day of March, 1997.

  
LAMAR T. MATTHEWS (SEAL)

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared LAMAR T. MATTHEWS, to me known to be the person described as the Subscriber in, Registered Agent of, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation and accepted the duties and responsibilities as Registered Agent for said corporation.

WITNESS my hand and official seal in the County and State name above this 24th day of March, 1997.

  
Notary Public, State of Florida

My commission expires:

June 20, 2000



CHRISTINA SCHENCK  
COMMISSION # CC 584455  
EXPIRES JUN 20, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.