

P97000036442

LAW OFFICES OF
THEODORE N. TAYLOR
PROFESSIONAL ASSOCIATION
THE OLD BADCOCK BUILDING, SUITE 1
202 SOUTH COLLINS STREET
POST OFFICE BOX 2133
PLANT CITY, FLORIDA 33564-2133

THEODORE N. TAYLOR

AREA CODE 813
TELEPHONE 752-5633 FAX 754-6231

January 22, 1998

Department Of State
Division Of Corporations
The Capitol
Tallahassee, FL 32304

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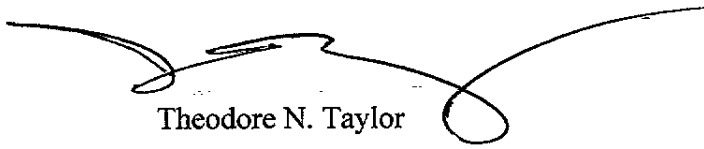
RE: Heritage Construction Company of
Plant City, Inc.
Articles Of Amendment

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of Articles of Amendment, Minutes of Special Meeting and Assignment of Incorporator(s), of the above named Florida Corporation. Also enclosed is this firm's check in the amount of \$35.00, representing the fee for amendment of the existing Articles.

Thank you.

Sincerely,


Theodore N. Taylor

TNT:smp

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 14 PM 2:58

Amend.
4-14-98
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

THEODORE N. TAYLOR
P.O. BOX 2133
PLANT CITY, FL 33561-2133

SUBJECT: HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.
Ref. Number: P97000036442

We have received your document for HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A00005906

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 14 PM 2:58

ARTICLE ONE - NAME

The name of this Corporation shall be **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.** , with its principal place of business located at **1909 N. Valrico Road., Valrico, Hillsborough County, Florida.**

ARTICLE TWO - DURATION

The Corporation shall have a perpetual existence, commencing on the date of filing.

ARTICLE THREE - PURPOSE

The Corporation is organized for the purpose of operating a construction business, to provide services as follows:

- a) Engaging in all phases of general construction, repair and erection of buildings and similar structures;
- b) Engaging in the field of restoration, construction, repair and renovation of historic buildings and similar structures;
- c) Engaging in any other activity or business permitted under the laws of the United States and the State of Florida, or necessary to carry out the purposes herein.

ARTICLE FOUR - CAPITAL STOCK

The Corporation is authorized to issue five hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **202 S. Collins Street, Plant City, Florida 33566**, and the name of the initial registered agent of this Corporation at that address is **THEODORE N. TAYLOR**, who, upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE SIX - BOARD OF DIRECTORS

The Board of Directors shall consist of one (1) member. The names, titles and addresses of the members constituting the initial Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
FURMAN T. MARTIN, III	President/ Secretary/ Treasurer	1909 N. Valrico Road Valrico, FL 33527

ARTICLE SEVEN - AMENDMENTS

The power to adopt, alter, amend or repeal these Articles shall be vested in the Board of Directors.

ARTICLE EIGHT - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

The foregoing amendment was adopted by the director of this corporation on December 18, 1997, to become effective on January 1, 1998.

IN WITNESS WHEREOF the undersigned president and secretary of this corporation have executed these Articles of Amendment on December 18, 1997.


ROBERT M. LATIMER, President


ROBERT M. LATIMER, Secretary

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Amendment to Articles of Incorporation of **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**, were acknowledged by me this 18th day of December 1997, by the above named individual, as Director.



Inelda Conde
My Commission CC636154
Expires April 13, 2001


NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**, at the place designated in the Articles of Incorporation, **THEODORE N. TAYLOR** agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping such office.

DATED this 18th day of December 1997.


THEODORE N. TAYLOR

HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.
STOCK PURCHASE AGREEMENT

AGREEMENT made as of this 18th day of December 1997, by and among **ROBERT M. LATIMER**, As President of **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**, 2302 Maki Road, #74, Plant City, Hillsborough County, Florida, (herein called "Seller") and **FURMAN T. MARTIN, III**, 1909 N. Valrico Road, Valrico, Florida, (herein called "Buyer");

WITNESSETH: Seller owns and desires to sell to Buyer, common stock of **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**, a Florida corporation (herein called "Heritage Construction Company Of Plant City, Inc."), and Buyer is willing to purchase all the shares on the terms and conditions herein provided. Accordingly, the parties do covenant, represent, warrant and agree as follows:

I. SALE OF SHARES

Upon the terms and subject to the conditions set forth in this Agreement, Seller shall sell to Buyer and Buyer shall purchase from Seller all of the shares of common stock of **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**

II. PURCHASE PRICE

The total purchase price to be paid by Buyer for the shares of common stock of **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**, shall be **FIVE HUNDRED AND 00/100 DOLLARS (\$500.00)**, payable to the Seller as set forth below.

III. PAYMENT

The purchase price payable hereunder shall be paid to Seller as follows:

Services previously rendered to **HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.**, during the period September 1, 1997 through November 30, 1997.

IV. LIABILITIES

That there are no liabilities to be assumed by Buyer.

IN WITNESS WHEREOF, Seller and Buyer have caused this Agreement to be executed as of the day and year first above written.

Signed in the presence of:

**HERITAGE CONSTRUCTION
COMPANY OF PLANT CITY, INC.**

[Signature]
Witness

[Signature]
by **ROBERT M. LATIMER, As President**

[Signature]
Witness

[Signature]
FURMAN T. MARTIN, III

[Signature]
Witness

[Signature]
Witness

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments,

ROBERT M. LATIMER and FURMAN T. MARTIN, III

to me well known to be the persons described in and who executed the foregoing Agreement, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed. Said individuals are personally known to me.

WITNESS my hand and official seal at Plant City, County of Hillsborough and State of Florida, this 18th day of December, 1997.

MY COMMISSION EXPIRES:



Inelda Conde
My Commission CC838154
Expires April 13, 2001

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[Signature]

NOTARY PUBLIC, STATE OF FLORIDA

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF
HERITAGE CONSTRUCTION COMPANY OF PLANT CITY, INC.

Held: December 18, 1997

A special meeting of the Board of Directors of the Corporation was held on the above date at 2:15 o'clock p.m., at Law Office Of Theodore N. Taylor, P.A., counsel for the Corporation. Notice thereof and call of majority of the Board is hereby waived.

The following Director was present: Robert M. Latimer, being the President and Secretary/Treasurer, constituting a quorum.

The meeting is called for the purpose of considering sale of the Corporation to Furman T. Martin, III and accordingly, amending the Certificate of Incorporation, and transacting such other and further business as may properly come before the meeting, hereby consenting to the transactions thereof.

Upon motion duly made, seconded and carried, the following Resolution was adopted:

Be it Resolved by the Board of Directors, of Heritage Construction Company of Plant City, Inc., a Florida corporation, that said Board deems it advisable and hereby declares it to be advisable that the Corporation be sold to Furman T. Martin, III and that the Certificate of Incorporation be amended, changed and altered so as to read as follows:

a) The Corporation is hereby sold to Furman T. Martin, III, in accordance with the terms and conditions of that certain Stock Purchase Agreement entered into between the parties bearing date equal herewith.

b) The name of the Corporation shall remain as Heritage Construction Company of Plant City, Inc.

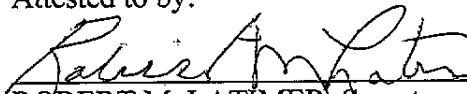
c) The address of the principal place of business is: 1909 N. Valrico Rd., Valrico, FL 33527

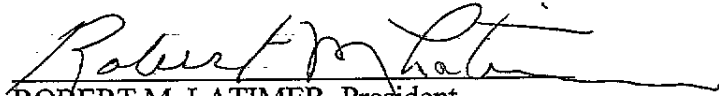
d) The Incorporator is Furman T. Martin, III, 1909 N. Valrico Rd, Valrico, FL 33527, pursuant to the Assignment Of Incorporator(s) bearing date equal herewith.

The President and Secretary is hereby authorized to execute all documents necessary and appropriate to consummate this action.

There being no further business, the meeting upon motion duly made, seconded and carried, was adjourned.

Attested to by:


ROBERT M. LATIMER, Secretary


ROBERT M. LATIMER, President